

P96000002599

JOSEPH J. SOROTA, JR., P.A.
Attorney and Counselor at Law

Wills, Trusts & Estate Planning
Corporate and Business Law
Taxation
Probate

28100 U.S. Highway 19 North, Suite 504
Clearwater, FL 34621
Telephone (813) 796-1557
Fax (813) 796-2953

January 8, 1996

700001882847
-01/09/96--01090--000
*****70.00 *****70.00

FEDERAL EXPRESS

Attn: Corporation Information Products
Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, FL 32301

*Return to
PIU ASAP*

FILED
95 JAN -9 PM 2:22
DIVISION OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation for FLORIDA DESIGN CONSULTANTS, INC.
Our ref: #MAZ02-07

Gentlemen:

Enclosed are the original executed Articles of Incorporation for the above-referenced matter which I would like to have you do a "walk-thru" filing. I do *not* require a certified copy of the Articles. A check payable to the Secretary of State in the amount of \$70.00 (which excludes the \$52.50 for a certified copy) is enclosed for the filing fee.

Very truly yours,

Joseph J. Sorota, Jr.
Joseph J. Sorota, Jr.

JJS/lac
Enclosures

*Same person has
R96-4082*

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RECEIVED
96 JAN -9 PM 1:26
DIVISION OF CORPORATION

D. BROWN JAN - 9 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1995

JOSEPH J. SOROTA, JR., ESQ.
28100 U.S. HIGHWAY 19 NORTH
SUITE 504
CLEARWATER, FL 34621

RECEIVED SEP 13 1995

The name FLORIDA DESIGN CONSULTANTS, INC. has been reserved for 120 days beginning September 8, 1995. The reservation number is R95000004082 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 795A00041571

COPY

**ARTICLES OF INCORPORATION
OF
FLORIDA DESIGN CONSULTANTS, INC.**

FILED
95 JAN -9 PM 2:22
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be FLORIDA DESIGN CONSULTANTS, INC..

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The principal office of the Corporation shall be 28100 U.S. Highway 19 North, Suite 504, Clearwater, Florida 34621.

ARTICLE III - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 28100 U.S. Highway 19 North, Suite 504, Clearwater, Florida 34621.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JOSEPH J. SOROTA, JR.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 55,000 shares of common stock divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of

each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Class A Common - Non-voting	50,000	\$1.00
Class B Common - Voting	5,000	\$1.00

Section 1. - Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Class B common shares. Holders of Class A common shares shall not be entitled to vote.

Section 2. - Relative Rights and Preferences. The relative rights, privileges, and preferences of the Class A common and the Class B common, except with respect to voting rights mentioned above, shall be in all other respects identical, share for share, whether in connection with the operation, or with the liquidation of the corporation so as to qualify the common stock under Section 1361(c)(4) of the Internal Revenue Code of 1986, as amended, as one class of stock within the meaning of subsection (b)(1)(D) of Section 1361, IRC.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director:

<u>Name</u>	<u>Address</u>
Edward Mazur Jr.	136 Marine del Rey Court Clearwater, Florida 34630

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting

of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE VII - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which

states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Name

Address

Joseph J. Sorota, Jr.

28100 U.S. Highway 19 North, Suite 504
Clearwater, Florida 34621

**ARTICLE IX - ELECTIONS REGARDING
CERTAIN PROVISIONS OF THE FLORIDA STATUTES**

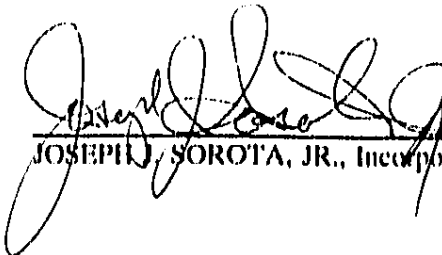
Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

ARTICLE X - INDEMNIFICATION

Every Director, every officer and the incorporator of the Corporation shall be indemnified by the Corporation to the fullest extent authorized or permitted under Florida law against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Director, officer or incorporator in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director, officer or incorporator at the time such expenses are incurred.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 8th day of January, 1996.



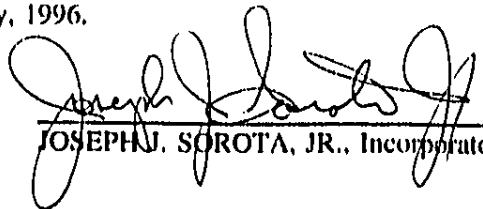
JOSEPH SOROTA, JR., Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **FLORIDA DESIGN CONSULTANTS, INC.**
2. The name and address of the registered agent and office is: **JOSEPH J. SOROTA, JR.
28100 U.S. Highway 19 North, Suite 504
Clearwater, Florida 34621**

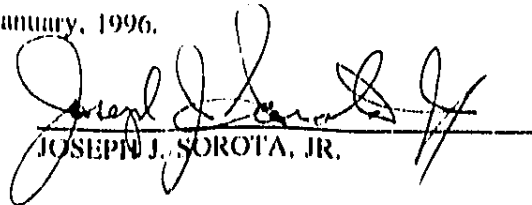
Dated this 8th day of January, 1996.



JOSEPH J. SOROTA, JR., Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 8th day of January, 1996.


JOSEPH J. SOROTA, JR.

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96 JAN -9 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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a\corp-inc\articles.inc.

P96000002599
JOSEPH J. SOROTA, JR., P.A.
Attorney and Counselor at Law

Wills, Trusts & Estate Planning
Corporate and Business Law
Taxation
Probate

28100 U.S. Highway 19 North, Suite 504
Clearwater, Florida 34621
Telephone (813) 796-1511
Fax (813) 796-2953

May 15, 1996

6000018245815
-05/16/96--01060--010
*****37.50 *****37.50

Attn: Corporation Information Products
Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, FL 32301

Return
to
P.U.

FILED
96 MAY 30 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Amendment and Restatement of the Articles of Incorporation of Florida Design Consultants, Inc.
Our ref: MAZ02-07

Gentlemen:

Enclosed is an original executed *Amendment and Restatement of the Articles of Incorporation of Florida Design Consultants, Inc.*, which I would like to have you do a "walk-thru" filing. An additional copy of the executed Amendment is also enclosed for return of a certified copy of the same. A check payable to the Department of State in the amount of \$87.50 is also enclosed for the filing fee and certified copy.

Sincerely,


Mrs. Leigh Ann Coston,
Legal Assistant

/lac
Enclosures
Federal Express (Priority Overnight)

atqpfmsfund.ltr

Restated
Articles
\$87.50
\$87.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1996

ATTORNEYS TITLE INSURANCE FUND, INC.
ATTN: ERIKA
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA DESIGN CONSULTANTS, INC.
Ref. Number: P96000002599

We have received your document for FLORIDA DESIGN CONSULTANTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 396A00026760



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 24, 1996

ATTORNEYS TITLE INSURANCE FUND, INC.
ATTN: ERIKA
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA DESIGN CONSULTANTS, INC.
Ref. Number: P96000002599

We have received your document for FLORIDA DESIGN CONSULTANTS, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 396A00025166



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 21, 1996

LEIGH ANN COSTON, LEGAL ASSISTANT
JOSEPH J. SOROTA, JR., P.A.
28100 U.S. HIGHWAY 19 NORTH, SUITE 504
CLEARWATER, FL 34621

SUBJECT: FLORIDA DESIGN CONSULTANTS, INC.
Ref. Number: P96000002599

We have received your document for FLORIDA DESIGN CONSULTANTS, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 396A00025166



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 10, 1996

ATTN: CORPORATION INFORMATION PRODUCTS
660 EAST JEFFERSON STREET, SUITE 200
ATTORNEYS' TITLE INSURANCE FUND
TALLAHASSEE, FL

SUBJECT: FLORIDA DESIGN CONSULTANTS, INC.
Ref. Number: W96000010440

We have received your document for FLORIDA DESIGN CONSULTANTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 896A00024383

* This is an amendment and restatement of
Corp. already in existence.

CERTIFICATE

In accordance with Section 602.1007(4), it is hereby certified that:

The board of directors adopted the restated articles, and the amendments to the articles appearing in the restated articles were duly approved by the directors and shareholders at a joint meeting on May 14, 1996, in accordance with the Florida Business Corporation Act, and the information required in Section 607.1006 is set forth below.

RESTATED ARTICLES OF INCORPORATION OF FLORIDA DESIGN CONSULTANTS, INC.

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors and approved by all of the shareholders, hereby adopts the following Restated Articles of Incorporation.

The following restated articles of incorporation restate and integrate the provisions of the corporation's articles of incorporation as theretofore filed with the amendments approved by all of the shareholders:

ARTICLE I - NAME

The name of the Corporation shall be FLORIDA DESIGN CONSULTANTS, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The principal office of the Corporation shall be 2633 McCormick Drive, Suite 102, Clearwater, Florida 34619.

ARTICLE III - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 28100 U.S. Highway 19 North, Suite 504, Clearwater, Florida 34621.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JOSEPH J. SOROTA, JR.

FILED
96 MAY 30 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 505,000 shares of common stock divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Class A Common - Non-voting	500,000	\$.10
Class B Common - Voting	5,000	\$.10

Section 1. - Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Class B common shares. Holders of Class A common shares shall not be entitled to vote.

Section 2. - Relative Rights and Preferences. The relative rights, privileges, and preferences of the Class A common and the Class B common, except with respect to voting rights mentioned above, shall be in all other respects identical, share for share, whether in connection with the operation, or with the liquidation of the corporation so as to qualify the common stock under Section 1361(c)(4) of the Internal Revenue Code of 1986, as amended, as one class of stock within the meaning of subsection (b)(1)(D) of Section 1361, IRC.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

RECEIVED
96 MAY 29 AM 11:10
DIVISION OF CORPORATION

Section 2. The Initial Board of Directors of the Corporation shall consist of one Director:

Name

Address

Edward Mazur Jr.

136 Marine del Rey Court
Clearwater, Florida 34630

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE VII - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its

determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Name

Address

Joseph J. Sorota, Jr.

28100 U.S. Highway 19 North, Suite 504
Clearwater, Florida 34621

ARTICLE IX - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

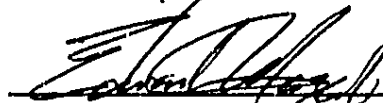
ARTICLE X - INDEMNIFICATION

Every Director, every officer and the incorporator of the Corporation shall be indemnified by the Corporation to the fullest extent authorized or permitted under Florida law against all expenses

and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Director, officer or incorporator in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director, officer or incorporator at the time such expenses are incurred.

IN WITNESS WHEREOF, for purposes of amending and restating the Articles of Incorporation under the laws of the State of Florida, which were originally filed on January 9, 1996, and assigned document number P96000002599, the undersigned executed this Amendment and Restatement of the Articles of Incorporation on this 15 day of May, 1996.

FLORIDA DESIGN CONSULTANTS, INC.,
a Florida corporation



By: EDWARD MAZUR JR., President and
sole Director and sole shareholder

(CORPORATE SEAL)

AM/00207ARTICLES AMD