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(City/State/Zip/Phone #)

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(Business Entity Name)

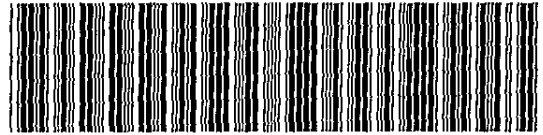
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Certified Copies _____

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08/15/03--01019--022 **43.75

*Amended &
Restated
Articles*

FILED
03 AUG 15 PM 3 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ADR
9/5/03*

**00789, 00615, 00672*

REEDER & REEDER

ATTORNEYS AT LAW

GINNY R. NEAL

DIRECT DIAL: (561) 575-9753

Email: ginny@reederandreeder.com

August 14, 2003

By Federal Express

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: *Filing – Amended and Restate Articles of Incorporation of Alternative Resolution Consultants, Inc.*

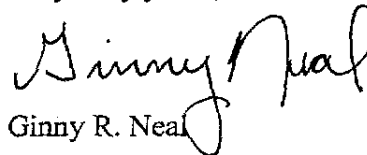
Dear Sir or Madame:

Enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation of Alternative Resolution Consultants, Inc., together with a check in the amount of \$43.75 payable to the Florida Department of State which represents the \$35 filing fee and the \$8.75 charge for a certified copy of the Amended and Restated Articles.

Please file the original Amended and Restated Articles and return a certified copy of the same to this office in the enclosed self-addressed, stamped envelope.

If you have any questions or need any additional information, please call me at (561) 575-9871.

Very truly yours,



GINNY R. NEAL

Enclosures

cc: Robin L. Rosenberg (w/o encl.)

REEDER & REEDER P.A.
675 WEST INDIANTOWN RD., SUITE 201
JUPITER, FLORIDA 33458

561-575-9750 FAX: 561-575-9765 www.reederandreeder.com

REEDER & REEDER

ATTORNEYS AT LAW

GINNY R. NEAL

DIRECT DIAL: (561) 575-9753

Email: ginny@reederandreeder.com

August 29, 2003

By Federal Express

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Attention: Annette Ramsey

Re: *Filing – Amended and Restated Articles of Incorporation of Alternative Resolution Consultants, Inc.*

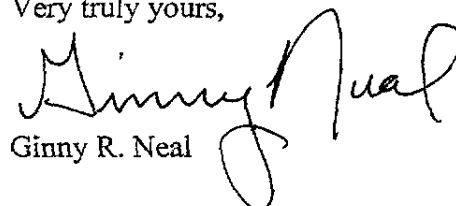
Dear Sir or Madame:

In response to your letter dated August 20, 2003, enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation of Alternative Resolution Consultants, Inc., together with the requested acceptance by the registered agent. Please note that the registered agent's acceptance is on page 3 of the Amended and Restated Articles. Per your request, a copy of your August 20 letter is also enclosed.

Please file the original Amended and Restated Articles and return a certified copy of the same to this office. You have already received our filing fees totaling \$43.75. Per my conversation with Michelle at your office, no additional filing fees are required. However, in an abundance of caution, we have enclosed a check in the amount of \$35.00 to cover a change in registered agent fee, if any. If this fee is not required, please return the check to us when you remit the certified copy of the Amended and Restated Articles. **We hereby request that we receive a retroactive filing date of August 14, 2003.**

If you have any questions or need any additional information, please call me at (561) 575-9871.

Very truly yours,



GINNY R. NEAL

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 20, 2003

Ginny R. Neal, Esq.
Reeder & Reeder, P.A.
675 West Indiantown Rd., Suite 201
Jupiter, FL 33458

SUBJECT: ALTERNATIVE RESOLUTION CONSULTANTS, INC.
Ref. Number: P01000094251

We have received your document for ALTERNATIVE RESOLUTION CONSULTANTS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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 (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 903A00047297

ALTERNATIVE RESOLUTION CONSULTANTS, INC.

Amended and Restated Articles of Incorporation

FILED
03 AUG 15 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"), ALTERNATIVE RESOLUTION CONSULTANTS, INC., a Florida corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed with the Florida State Department on September 24, 2001.
2. In accordance with Sections 607.0821 and 607.0704 of the Act, these Amended and Restated Articles of Incorporation were duly adopted on June 5, 2002 by the Board of Directors of the Corporation and by the holder of the outstanding capital stock of the Corporation.
3. The Articles of Incorporation of the Corporation are amended as follows:
 - (a) Article II is amended to reflect that the Corporation's principal place of business is 777 South Flagler Drive, Suite 800 West, West Palm Beach, Florida 33401.
 - (b) Article III is amended to reflect that the Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
 - (c) Article IV is amended to reflect that the total number of shares of capital stock of all classes which the Corporation has authority to issue is one hundred thousand (100,000) shares of common stock, \$0.01 par value per share.
 - (d) Article V is deleted in its entirety.
 - (e) Article VI is amended to reflect that the street address of the registered office of the Corporation is 777 South Flagler Drive, Suite 800 West, West Palm Beach, Florida 33401 and the name of the registered agent of the Corporation at that address is Robin L. Rosenberg.
4. The foregoing amendments to the Articles of Incorporation were duly approved by the Board of Directors and adopted by the shareholder of the Corporation.
5. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendments which were adopted pursuant to Sections 607.1003 and 607.1004 of the Act, and the omission of non-essential matters and matters of historical interest.

The text of the Articles of Incorporation of the Corporation is hereby restated with the amendments described above, effective upon filing with the Florida State Department, to read as follows:

ARTICLE I. NAME

The name of the Corporation is Alternative Resolution Consultants, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business is 777 South Flagler Drive, Suite 800 West, West Palm Beach, Florida 33401.

ARTICLE III. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of Common Stock with a par value of \$0.01 per share, all of which shares, when issued, shall be fully paid and non-assessable.

None of the shares of Common Stock shall be entitled to any preference over any other shares of such stock.

ARTICLE V. REGISTERED AGENT

The street address of the registered office of the Corporation is 777 South Flagler Drive, Suite 800 West, West Palm Beach, Florida 33401 and the name of the registered agent of the Corporation at that address is Robin L. Rosenberg.

IN WITNESS WHEREOF, the President of the Corporation has hereunto set her hand and seal this 14th day of ~~July~~ August, 2003.


Pamela Sue Moody

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
ALTERNATIVE RESOLUTION CONSULTANTS, INC. AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE DISCHARGE OR MY DUTIES AS REGISTERED AGENT.

Dated: August 13, 2003


Robin L. Rosenberg

FILED
03 AUG 15 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA