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WRITER'S DIRECT DIAL
(407) 428-3109

February 26, 1997

PERSONAL AND CONFIDENTIAL

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002100947--0
-02/28/97--01056--001
*****87.50 *****87.50

Re: Accredited Bond Agencies, Inc.

Gentlemen:

Enclosed are the original and one copy of Restated Articles of Incorporation for the above corporation, together with a check for \$87.50 to cover the \$35.00 filing fee and \$52.50 for the certified copy.

Once the Restated Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely,

Linda Smith

Linda Smith, Legal Assistant to
Robert W. Mead, Jr.

FILED
07 FEB 28 PM 12:41
TALLAHASSEE, FLORIDA

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Rest
Art

Is
Enclosures

cc: Deborah A. Snow
Jack S. Oppenheimer, C.P.A.

RESTATED ARTICLES OF INCORPORATION
OF
ACCREDITED BOND AGENCIES, INC.

FILED
97 FEB 28 PM 12:41
TALMADGE COUNTY CLERK
TALMADGE COUNTY, FLORIDA

The undersigned, being all the Directors and owning all of the outstanding voting common stock of ACCREDITED BOND AGENCIES, INC., a Florida corporation, hereby agree that the Articles of Incorporation be amended and restated in their entirety, pursuant to the provisions of Section 607.1007 of the Florida Statutes, in the form of these Restated Articles of Incorporation, which were unanimously approved and adopted by the Shareholders and Directors of the corporation at a Special Joint Meeting of the Shareholders and Board of Directors held on October 17th, 1996.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation is ACCREDITED BOND AGENCIES, INC. The principal office and mailing address of the corporation is 918 South Orange Avenue, Orlando, Florida 32806.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of voting common stock having a par value of Ten Dollars (\$10.00) per share, and Three

Thousand (3,000) shares of non-voting common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - REGISTERED AGENT

The current Registered Agent of this corporation is Deborah A. Snow, whose business office is identical with the corporation's registered office set forth below.

ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this corporation is 918 South Orange Avenue, Orlando, Florida 32806.

ARTICLE VI - TERM OF EXISTENCE

This corporation will continue to exist perpetually, unless dissolved according to law. The effective date of these Restated Articles of Incorporation will be the date of their filing with the Secretary of State for the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

- A. As of the date of filing these Restated Articles of Incorporation, the number of Directors of this corporation is five (5).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but will never be less than one (1).
- C. The name and street address of the members of the Board of Directors who are holding office for the corporation as of the date of filing of these Restated Articles of Incorporation and who will continue to hold office until their successors are elected and have qualified are:

<u>Name</u>	<u>Street Address</u>
Deborah A. Snow	918 South Orange Avenue Orlando, Florida 32806
Sharon Snow Jallad	918 South Orange Avenue Orlando, Florida 32806
L. Samir Jallad	918 South Orange Avenue Orlando, Florida 32806
Johnny Jallad	918 South Orange Avenue Orlando, Florida 32806
R. Keith Robinson	918 South Orange Avenue Orlando, Florida 32806

ARTICLE IX - INDEMNIFICATION

The Corporation will have the power, in its sole discretion, to indemnify any officer or director (or any former officer or director), to the full extent permitted under Section 607.0850 of the Florida Statutes. Accordingly, in the event the Corporation decides to indemnify and hold harmless such officers or directors (or former officers or directors), they will be indemnified from and against any and all liability, damage or loss (including costs, interest and attorney's fees) resulting from claims, demands, suits or judgments arising from any incident, error, commission, omission or injury caused or created by any act or acts of said officers or directors (or former officers or directors) while serving in their official capacities on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this

17th day of October, 1996.

THE H. M. SNOW, JR., REVOCABLE
TRUST DATED THE 28TH DAY OF
OCTOBER, 1977

By: *Deborah A. Snow*
Deborah A. Snow, as attorney-in-fact
fact for H. M. Snow, Jr., Trustee,
Shareholder

THE EDOUARD PIERRE CEVEY
IRREVOCABLE TRUST DATED THE
29TH DAY OF JUNE, 1990

By: *Deborah A. Snow*
Deborah A. Snow, Trustee, Shareholder

THE BONNIE MARIE CULLISON
IRREVOCABLE TRUST DATED THE
29TH DAY OF JUNE, 1990

By: *Deborah A. Snow*
Deborah A. Snow, Trustee, Shareholder

THE HARDY MASTON CULLISON
IRREVOCABLE TRUST DATED THE
29TH DAY OF JUNE, 1990

By: *Deborah A. Snow*
Deborah A. Snow, Trustee, Shareholder

THE CHRISTINE ELIZABETH JALLAD
IRREVOCABLE TRUST DATED THE
29TH DAY OF JUNE, 1990

By: *Sharon S. Jallad*
Sharon Snow Jallad, Trustee,
Shareholder

THE JONATHAN JOSEPH JALLAD
IRREVOCABLE TRUST DATED THE
29TH DAY OF JUNE, 1990

By: *Sharon S. Jallad*
Sharon Snow Jallad, Trustee,
Shareholder

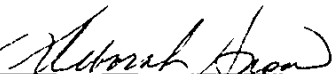
THE CASSIE LYNN SNOW
IRREVOCABLE TRUST DATED THE
29TH DAY OF JUNE, 1990


By: *Deborah A. Snow*
Deborah A. Snow, Trustee, Shareholder

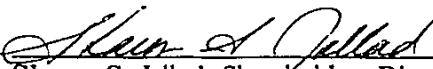
THE TRICIA MARIE SNOW
IRREVOCABLE TRUST DATED THE
29TH DAY OF JUNE, 1990

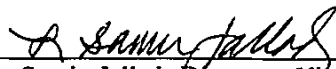
By: *Deborah A. Snow*
Deborah A. Snow, Trustee, Shareholder

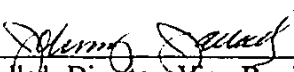
THE BRYAN ALLEN BELL
IRREVOCABLE TRUST DATED THE
29TH DAY OF JUNE, 1990

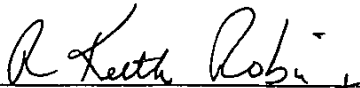
By 
Deborah A. Snow, Trustee, Shareholder


Deborah A. Snow, Director, Chairman of
the Board and President


Sharon S. Jallad, Shareholder, Director,
Executive Vice President and Secretary


L. Samir Jallad, Director, Vice President
and Assistant Secretary


Johnny Jallad, Director, Vice President
and Assistant Treasurer


R. Keith Robinson, Director and Treasurer

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
Deborah A. Snow

Date: October 17th, 1996