

Division of Corporations

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313853

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

INVESTMENT CORPORATION OF AMERICA

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 8, 2002

INVESTMENT CORPORATION OF AMERICA
P.O. BOX 43-2810
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SUBJECT: INVESTMENT CORPORATION OF AMERICA
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INVESTMENT CORPORATION OF AMERICA**

1. The name of this corporation is Investment Corporation of America, a Florida corporation (the "Corporation"), whose principal office address is 6129 SW 70 Street, Second Floor, Miami, Florida 33143.

2. The Articles of Incorporation of Investment Corporation of America, originally filed February 17, 1967, and as subsequently amended, are hereby deleted in their entirety and amended and restated to read as follows:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Investment Corporation of America, Inc. Its principal office address and business mailing address is 6129 SW 70 Street, Second Floor, Miami, Florida 33143.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000 shares of common stock, having a par value of \$.10 per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the Registered Office of this Corporation shall be 6129 SW 70 Street, Second Floor, Miami, Florida 33143, and the Registered Agent of this Corporation at such office shall be Fredric B. Burns, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the Board of Directors is:

<u>Name</u>	<u>Address</u>
Fredric B. Burns	6129 SW 70 Street Second Floor Miami, Florida 33143

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Investment Corporation of America, Inc., at the place designated in these Amended and Restated Articles of Incorporation, Fredric B. Burns agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: August 6, 2002



Fredric B. Burns

3. The foregoing Amended and Restated Articles of Incorporation were adopted by the sole shareholder of the Company, on July 5, 2002, by written consent of such sole shareholder entitled to vote.

4. 5,000 of the Company's 100,000 shares of common stock, par value \$.10 per share, have been issued as of this date and as of the date of the adoption of these Amended and Restated Articles of Incorporation, and all 5,000 of such issued and outstanding shares voted for the adoption of these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 6 day of August, 2002.

Investment Corporation of America

By: 
Fredric B. Burns, President

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