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BASIC AMENDMENT

FORTUNE FINANCIAL, INC.

Certificate of Status	0
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Page Count	01
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Amended - Rostated
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FORTUNE FINANCIAL, INC.**

FILED
04 APR -6 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Fortune Financial, Inc., a Florida corporation (the "Corporation"). The document number assigned to the Corporation is 333831.

2. This restatement is being filed following confirmation of the Corporation's Second Amended Plan of Reorganization in the Corporation's voluntary chapter 11 bankruptcy case, styled as In re Fortune Financial, Inc., Case No. 03-2026-3F1, United States Bankruptcy Court, Middle District of Florida, Jacksonville Division.

3. This restatement contains amendments requiring approval of the Shareholders of the Corporation and was adopted by the unanimous vote of the Shareholders of the Corporation on April 2, 2004. The number of votes cast by the Shareholders was sufficient for approval. This restatement was adopted in conformity with the provisions of Section 607.1003 of the Florida Business Corporation Act.

4. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

5. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
Name and Duration**

The name of the Corporation is Fortune Financial, Inc. The duration of the Corporation is perpetual.

**ARTICLE II
Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 200 Executive Way, Suite 210, Ponte Vedra Beach, Florida 32082.

**ARTICLE III
Registered Office and Agent**

The street address of the registered office in the State of Florida is 200 Executive Way, Suite 210, Ponte Vedra Beach, Florida 32082. The name of the registered agent at such address is J. John Wortman.

H040000721613

H04000072161 3

ARTICLE IV Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of Common Stock ("Common Stock"), \$0.025 par value per share. The Corporation shall not have the authority to issue any nonvoting capital stock.

ARTICLE VI Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each Director shall serve until the next annual meeting of Shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill the vacancy until the next annual meeting of Shareholders.

ARTICLE VII Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII Bylaws

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Board of Directors.

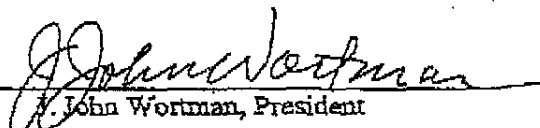
H04000072161 3

ARTICLE IX
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned President of the aforesaid Corporation has executed these Amended and Restated Articles of Incorporation this 5th day of April, 2004.

FORTUNE FINANCIAL, INC., a Florida
corporation

By: 

J. John Wortman, President

H04000072161 3

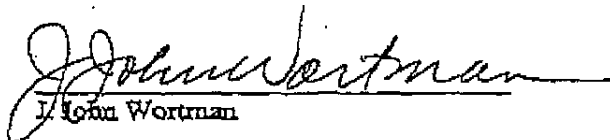
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Fortune Financial, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Ponte Vedra Beach, County of St. Johns, State of Florida, has named J. John Wortman, located at 200 Executive Way, Suite 210, Ponte Vedra Beach, Florida 32082 as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.


J. John Wortman

DATED AS OF: April 5, 2004.

H04000072161 3