

LAW OFFICES  
MONACO, SMITH, HOOD, PERKINS,  
LOUCKS & STOUT

DAVID A. MONACO  
HORACE SMITH, JR.  
CHARLES D. HOOD, JR.  
TERENCE R. PERKINS  
WILLIAM E. LOUCKS  
LARRY R. STOUT  
MICHAEL S. ORINGER  
ERIC K. NEITZKE  
SCOTT A. SELIS  
CLAY L. MEEK  
ANNE F. CARLUCCI  
SILVIA M. HOEG  
K. JUDITH LANE  
MATTHEW D. VALDES

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

POST OFFICE BOX 18200  
DAYTONA BEACH, FLORIDA  
32118-5200

444 SEABREEZE BOULEVARD  
SUITE 900  
DAYTONA BEACH, FLORIDA  
32118-3953  
Telephone (904) 254-6875  
Facsimile (904) 257-1834

Of Counsel:  
HARRY G. McCONNELL  
JEFFREY E. BIGMAN

601043

January 8, 1997

696085

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

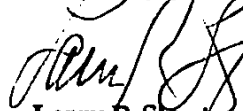
600002052826--5  
-01/09/97--01081--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Amended and Restated Articles of Incorporation of  
Irwin Leider, Professional Association

Dear Sir/Madam:

Enclosed please find for filing an Amended and Restated Articles of Incorporation of Irwin Leider, Professional Association, along with our check in the amount of \$35.00 to cover the filing fee. Also enclosed is a copy to be returned to me to show the date of filing. If you need additional information, please call.

Very truly yours,

  
Larry R. Stout

LRS/chr  
Encl.  
cc: Bette Ann Leider

57 JAN -9 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

601043  
Amended Restated  
1-8-97

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
IRWIN LEIDER, PROFESSIONAL ASSOCIATION**

Pursuant to the provisions of Sections 621.13, 607.1003, 607.1006, and 607.1007, Florida Statutes, the undersigned corporation, Irwin Leider, Professional Association, hereafter to be known as Leider, Inc., in accordance with a resolution adopted by its sole Director and sole Shareholder, hereby adopts the following Amended and Restated Articles of Incorporation, as follows:

**ARTICLE I  
(Amended)  
NAME**

The name of this Corporation is amended and restated to be Leider, Inc.

**ARTICLE II  
(Amended)  
DURATION**

This Corporation shall exist perpetually until terminated in the manner prescribed by law, commencing upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

**ARTICLE III  
(Amended)  
PURPOSE**

The purpose and the general nature of the business to be transacted by this Corporation is the conducting of any lawful business; the buying, selling, leasing of real and personal property; to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue, sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

57 JAN - 9 PM

APPROVED  
AND  
FILED

property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other type of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment hereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, it being intended that this Corporation shall exercise all powers generally granted to corporations under the laws of the State of Florida.

**ARTICLE IV**  
(Amended)  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock at a par value of \$100.00 per share, all of which shall be fully paid and non-assessable.

**ARTICLE V**  
(Amended)  
**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to

purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**

(Amended)

**REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE**

The street address of the registered office and principal office of this Corporation is 568 Pelican Bay Drive, Daytona Beach, Florida 32119, and the name of the registered agent of this Corporation at the principal office set forth above is Bette Ann Leider.

**ARTICLE VII**

(Amended)

**BOARD OF DIRECTORS**

This Corporation presently has one Director. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the present Director of this Corporation is Bette Ann Leider, 568 Pelican Bay Drive, Daytona Beach, Florida 32119.

**ARTICLE VIII**

(Amended)

**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the Corporation.

**ARTICLE IX**

(Amended)

**ACTION BY DIRECTORS**

The Directors of this Corporation may take action by written consent, as provided by law, in lieu of a meeting, but any action so taken shall be by unanimous written consent of the Directors.

**ARTICLE X**

(Amended)

**CONFLICTS**

No contract or other transactions between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or

corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

**ARTICLE XI**  
(Amended)

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each Director or Officer, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been Director or Officer of the Corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any Director or Officer with respect to matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its stockholders, or any other person, nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any Director or Officer may be entitled as a matter of law.

---

**CERTIFICATION**

THE UNDERSIGNED HEREBY CERTIFIES that the foregoing Amended and Restated Articles of Incorporation were adopted on January 7, 1997. The following voting groups were entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was as follows:

<u>Voting Group</u>	<u>Number of Affirmative Votes</u>
Common stock	100

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, has executed these Amended and Restated Articles of Incorporation, on January 7, 1997 after approval by the Board of Directors and by the Sole Shareholder of said Corporation.

Bette Ann Leider  
Bette Ann Leider, as Personal Representative of the  
Estate of Irwin Leider, Deceased  
President, Director, Sole Stockholder  
and Registered Agent

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me on January 7, 1997 by Bette Ann Leider as the President, Director, Sole Stockholder, and Registered Agent of Irwin Leider, Professional Association, a Florida professional service corporation, on behalf of the corporation. She is personally known to me.

Larry R. Stout  
Notary Public, State of Florida at Large



**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent to accept service of process for the above stated corporation at 568 Pelican Bay Drive, Daytona Beach, Florida 32119, I hereby accept said appointment, and agree to comply with the provisions of said Act relative to keeping open said office.

Bette Ann Leider  
Bette Ann Leider