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FROM-Gunster Yoakley

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BASIC AMENDMENT

EDWARD D. STONE, JR. AND ASSOCIATES, INC.

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**ARTICLES OF RESTATEMENT
OF**

EDWARD D. STONE, JR. AND ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

1. The name of the Corporation is Edward D. Stone, Jr. and Associates, Inc.
2. Set forth below is the text of the Restated Articles of Incorporation for Edward D. Stone, Jr. and Associates, Inc.

ARTICLE I

NAME

The name of the Corporation is EDWARD D. STONE, JR. AND ASSOCIATES, INC.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

c/o Joseph J. Lalli, President
1512 E. Broward Boulevard, Suite 110
Fort Lauderdale, FL 33301

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE IV
CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to issue is as follows: (i) One Hundred Thousand (100,000) shares of Class A Nonvoting common stock, Ten Cents (\$.10) par value per share, (ii) One Hundred Thousand (100,000) shares of Class B Voting common stock, Ten Cents (\$.10) par value per share and (iii) One Million (1,000,000) shares of Class C Voting common stock, Ten Cents (\$.10) par value per share. The Class A Nonvoting shares shall have no voting rights except as may be required by Florida Statutes. Except as to voting rights and, except as may otherwise be provided in an agreement signed by all of the shareholders, if any, each class of shares shall otherwise be identical in all respects.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1512 E. Broward Boulevard, Suite 110, Fort Lauderdale, Florida, 33301, and the name of the Registered Agent of the Corporation at that address is Joseph J. Lalli.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors shall be as determined in accordance with the Bylaws of the Corporation.

ARTICLE VII
AMENDMENTS TO ARTICLES OF RESTATEMENT

Any provision contained in these Articles of Restatement may be amended, altered or repealed by the shareholders of the Corporation owning at least sixty-six and two thirds percent (66 2/3%) of the issued and outstanding combined Class A and Class B Voting shares.

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T-135 P.004/006 F-393

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ARTICLE VIII

AMENDMENTS TO BYLAWS


Except as may otherwise be specifically provided in the Bylaws of the Corporation, the Bylaws of the Corporation may be amended, altered or repealed by the shareholders of the Corporation who own at least sixty-six and two thirds percent (66 2/3%) of the issued and outstanding combined Class A and Class B Voting shares.

3. Attached hereto as Exhibit "A" is the information required to be submitted pursuant to Section 607.1007(4), Florida Statutes.

4. The foregoing duly adopted Articles of Restatement shall supersede and replace the original Articles of Incorporation and any and all amendments thereto.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Restatement this 1 day of July, 2003.

EDWARD D. STONE, JR. AND ASSOCIATES, INC.



JOSEPH J. LALLI, President

JUN-08-03

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T-135 P.005/006 F-393

EDWARD D. STONE, JR. AND ASSOCIATES, INC.

**EXHIBIT A
TO
ARTICLES OF RESTATEMENT**

1. The Articles of Restatement contain amendments to the Articles of Incorporation which require shareholder approval. The amendments contained in the Articles of Restatement have been adopted by all of the Shareholders and Directors of the Corporation on the 1 day of May, 2003.

2. There is only one voting group entitled to vote on the foregoing amendments. The number of votes cast for said amendments by said voting group was sufficient for approval by that voting group.

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Registered Agent of EDWARD D. STONE, JR. AND ASSOCIATES, INC., as made in the foregoing Articles of Restatement, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the Registered Agent of EDWARD D. STONE, JR. AND ASSOCIATES, INC.

Date: the 1 day of May, 2003


JOSEPH J. LALLI
Initial Registered Agent

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