

HINES NORMAN & ASSOCIATES, P.L.

ATTORNEYS AT LAW

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STEPHEN C. SULLIVAN
ROBERT D. HINES

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

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TAMPA, FLORIDA 33606

(813) 251-8659
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601670

December 17, 2001

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

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-01/22/02--01085--011
*****35.00 *****35.00

Re: **Amended & Restated Articles of Incorporation:**
Yanchuck & Berman, P.A.
Doc. No. 601670

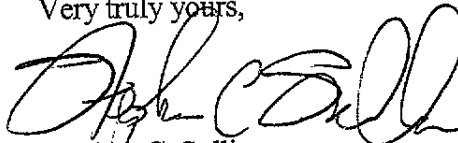
Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Amended And Restated Articles of Incorporation for the above-referenced corporation and our check in the amount of \$35.00 to cover the costs of the filing fee.

Please note that these Amended & Restated Articles have an **Effective Date** of **January 1, 2002**.

We would appreciate your filing the Amended and Restated Articles and returning the date stamped copy to us.

Very truly yours,


Stephen C. Sullivan

SCS:sr
Enclosures

FILED
02 JAN 22 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

601670
Amended & Restated
1-22-02
7/28

AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
YANCHUCK & BERMAN, P.A.

It is hereby certified that:

1. The name of the Corporation is **YANCHUCK & BERMAN, P.A.** (the "Corporation") and the Corporation's original Articles of Incorporation were filed on November 10, 1969 and assigned Document Number 601670.

2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety and integrated into the single document which is hereinafter set forth, and which is entitled Amended & Restated Articles of Incorporation of **YANCHUCK, BERMAN, WADLEY & ZERVOS, P.A.**, which document supersedes the Corporation's original Articles of Incorporation and all amendments thereto in all respects.

3. The **Effective Date** of these Amended & Restated Articles of Incorporation shall be **January 1, 2002**.

3. The amendments to, and the restatement of, the Articles of Incorporation have been duly adopted by the unanimous, affirmative vote of the Corporation's Shareholders, after recommendation by Corporation's Board of Directors, in accordance with the provisions of Sections 621.13, 607.1007 and 607.1003 of the Florida Statutes.

5. The Articles of Incorporation are hereby amended and restated as follows:

AMENDED & RESTATED ARTICLES OF INCORPORATION
OF

YANCHUCK, BERMAN, WADLEY & ZERVOS, P.A.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purposes of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation shall be: **YANCHUCK, BERMAN, WADLEY & ZERVOS, P.A.**

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02 JAN 22 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Duration and Existence

The existence of this Corporation shall begin upon the filing of these Articles, and thereafter, the existence of this Corporation shall be perpetual.

ARTICLE III

Capital Stock

(a) The Corporation is authorized to issue two classes of shares of stock to be designated as "Class A Common" and "Class B Common," respectively. The total number of shares that may be issued by the Corporation is 1,000 shares, 900 shares to be Class A Common shares, and 100 shares to be Class B Common shares. All or any part of the Class A Common shares and Class B Common shares may be issued by the Corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interests of the existing Shareholders; and once such consideration has been received by the Corporation, such shares shall be deemed fully paid. The Corporation elects to have preemptive rights pursuant to §607.0630 of the Florida Statutes.

The holders of the Class A Common stock shall have exclusive voting rights and powers with respect to the Corporation. In all other respects, the Class A Common stock and the Class B Common stock shall have the same preferences, limitations, and relative rights.

Prior to the adoption of these Amended & Restated Articles of Incorporation, the Corporation was authorized to issue one class of common stock, and the Corporation had issued 1,000 shares of such common stock as follows: 850 shares to Joel P. Yanchuck and 150 shares to Ira E. Berman. Upon the filing of these Amended and Restated Articles of Incorporation, and upon receipt of and in exchange for the Stock Certificates evidencing the ownership of such shares of common stock in the Corporation, the Corporation shall issue 84 shares of Class A Common stock to Joel P. Yanchuck and 14 shares of Class A Common stock to Ira E. Berman.

(b) Each shareholder must be duly licensed or otherwise legally authorized to practice law in the State of Florida.

(c) No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock in the Corporation.

ARTICLE IV

Registered Office and Agent

The street address of the registered office of this Corporation is 315 South Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent of this Corporation at that address is James P. Hines.

ARTICLE V

Purposes, Business or Objects

The general nature of business to be transacted by this Corporation, or the objects or purposes of the Corporation, shall be as follows:

- (a) To engage solely and specifically in the business of carrying on the practice of law, concentrating in trial practice .
- (b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.
- (c) To own real and personal property necessary for the rendering of the above professional services.
- (d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE VI

Principal Office

The principal office of this Corporation shall be located at 5453 Central Avenue, St. Petersburg, Florida 33710, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this Corporation that shall consist of not less than one (1) and not more than fifteen (15) members, the exact number of the same to be fixed by the Stockholders or by the Corporate Bylaws. Each of the said Directors shall be of full age. A quorum for the transaction of business shall be as determined by the Directors from time to time and as provided for in the Bylaws of this Corporation. Subject to the Bylaws of this Corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be Stockholders. The Stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII

Board of Directors

The name and street address of the members of the Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office until their successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Joel P. Yanchuck	5453 Central Avenue St. Petersburg, Florida 33710
Ira E. Berman	5453 Central Avenue St. Petersburg, Florida 33710

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is: Joel P. Yanchuck, 5453 Central Avenue, St. Petersburg, Florida 33710

ARTICLE X

Transactions With Corporations

No contract or other transaction between this Corporation and any other corporation, and no other contract or transaction of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in any other corporation, or are Directors or Officers of any other corporations. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this Corporation who is also a Director or Officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such Officer or Director of such other corporation or member of such other firm, or not so interested.

ARTICLE XI

Bylaws

(a) The power to adopt the bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any Bylaws or any amendment thereto as adopted by the Board of Directors may be

altered, amended or repealed by vote of the Stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by a vote of the Stockholders. No bylaw which has been altered, amended or adopted by such vote of the Stockholders may be altered, amended or repealed by vote of the Directors until two (2) years shall have expired since such action by vote of such Stockholders.

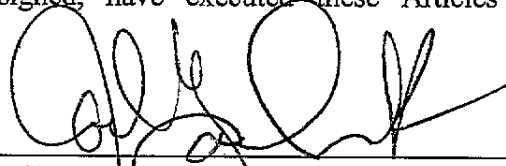
(b) The Bylaws of this Corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State of Florida or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

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 the Stockholders herein are subject to this reservation.

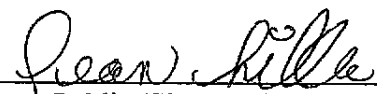
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation the uses and purposes therein stated.




Joel P. Yanchuck, President and Director

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before this 17TH day of JANUARY, 2002, by Joel P. Yanchuck, who is personally known to me and who did not take an oath.



Notary Public (Signature)

 Jean Hiller
My Commission CC938558
Expires May 21, 2004

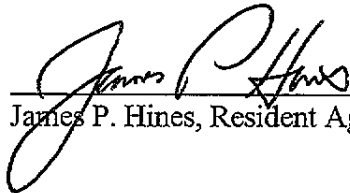
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at St. Petersburg, Florida, County of Pinellas, has named James P. Hines, located at 315 S. Hyde Park Ave., Tampa, Florida 33606, as its Resident Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of said Act relative to keeping open the said principal office of the Corporation.



James P. Hines, Resident Agent