

648374

MARK S. ROTH, ESQUIRE

3381 North Park Road
Hollywood, FL 33021

Telephone (954) 983-1015

June 21, 2002

Amendments Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Mark S. Roth, P.A.

Gentlemen:

Enclosed are an original and one (1) copy of the Amended and Restated Articles of Incorporation of Mark S. Roth, P.A. Also enclosed is a check made payable to the Florida Department of State in the amount of \$43.75 for the following fees:

Amendment Filing Fee	\$35.00
Certified Copy of filed Amendment	8.75
	<hr/>
	\$43.75

After the Amendment has been processed, please forward a certified copy of the filed Amendment to my office in the enclosed pre-paid envelope.

Please call me if you have any questions.

Very truly yours,



Mark S. Roth

MSR:MR
Enclosures

200005968722--6
-06/25/02--01034--001
*****43.75 *****43.75

FILED
02 JUN 25 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/2/02
Amend + with
restated NIC
Spayne

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARK S. ROTH, P.A.

Document No. : 648374

FILED
02 JUN 25 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida corporation for profit adopts the following Amended and Restated Articles of Incorporation.

1. The name of the corporation is Mark S. Roth, P.A.
2. Set forth below is the text of the Amended and Restated Articles of Incorporation for Mark S. Roth, P.A.

ARTICLE I

The name of this corporation is:

MARK & MARILYN ROTH COMPANY

ARTICLE II

The principal office of the corporation in the State of Florida is 3381 North Park Road, Hollywood, FL 33021. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III

The general nature of the business to be transacted by the corporation is:

- a) To engage in any lawful business in the State of Florida;
- b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of its business;
- c) 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 purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and

benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation;

- d) The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) share of common stock having a nominal or par value of FIFTY CENTS (\$0.50) PER SHARE. The amount of outstanding capital is \$500.00.

ARTICLE V

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than as required by the laws and statutes of Florida.

The names and addresses of the members of the Board of Directors are:

Mark S. Roth	3381 North Park Road Hollywood, FL 33021
--------------	---

Marilyn Roth	3381 North Park Road Hollywood, FL 33021
--------------	---

ARTICLE VI

The Registered Agent for this corporation is:

Mark S. Roth, 3381 North Park Road, Hollywood, FL 33021

ARTICLE VII

Attached hereto as Exhibit "A" is the information required to be submitted pursuant to Section 617.1007, Florida Statutes.

ARTICLE VIII

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

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned as President of the Corporation has executed these Amended and Restated Articles of Incorporation this 21st day of June, 2002.

MARK S. ROTH, P.A.

By: 
Mark S. Roth, President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Registered Agent of Mark & Marilyn Roth Company, as made in the foregoing Amended and Restated Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

Dated: 6/21/02


Mark S. Roth, Registered Agent

MARK S. ROTH, P.A.

EXHIBIT "A"

TO

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

These amendments and the Amended and Restated Articles of Incorporation were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.