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SANDLER, TRAVIS & ROSENBERG, P.A.

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FILED

01 OCT -5 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 4, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

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Re: RESTATEMENT OF ARTICLES

To Whom it May Concern:

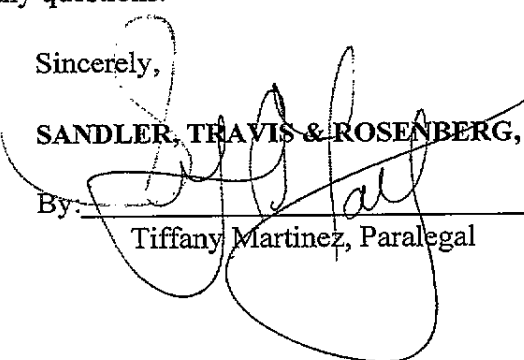
Enclosed please find a Restatement of Articles of Incorporation for Sandler, Travis & Rosenberg, P.A. Kindly process the Restatement and provide us with a certified copy of the Articles as well as a Certificate of Good Standing.

We have enclosed a check in the amount of \$52.50 representing the filing fee for the Restatement of Articles, certification of the Articles and a Certificate of Good Standing along with a return Fedex envelope for your convenience and to ensure our timely receipt of the requested documents.

Thank you for your prompt attention to this matter, and please do not hesitate to contact the undersigned should you have any questions.

Sincerely,

SANDLER, TRAVIS & ROSENBERG, P.A.

By: 

Tiffany Martinez, Paralegal

Restated
10-11-01
PMS

Enclosures
s:/litgn/tiffany/forms/articles restatement

WASHINGTON, D.C. NEW YORK ATLANTA BALTIMORE *SAN FRANCISCO MEXICO CITY CHICAGO BUENOS AIRES HOUSTON

*OFFICE KNOWN AS SANDLER, TRAVIS & ROSENBERG AND GLAD & FERGUSON, P.C.

RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
SANDLER, TRAVIS & ROSENBERG, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapters 607 and 621, Florida Statutes, and upon unanimous consent of all directors and shareholders of the Corporation, the Corporation hereby restates its Articles of Incorporation. Unless noted as "[No change]" or "Deleted," all original Articles have been amended as follows:

ARTICLE I – NAME

The name of this Corporation shall be SANDLER, TRAVIS & ROSENBERG, P.A. [No change]

ARTICLE II – NATURE OF THE BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in the practice of law . The professional services involved in the Corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized to practice law in the State of Florida or in any other state where the Corporation may qualify to do business

The Corporation shall not engage in any business other than the practice of law; however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

If required by any State in which this Corporation is authorized to do business, with respect to business carried on in said State, all shareholders will be jointly and severally liable for the acts,

errors and omissions of the shareholders and other employees of the Corporation.

ARTICLE III – STOCK/ ALIENATION OF STOCK

The Corporation is authorized to have three classes of stock. The first class of stock is the originally authorized 100 shares of common stock, with a par value of \$1.00 per share. The second class of stock is Class A common stock. The maximum number of shares of class A common stock that the Corporation is authorized to have outstanding at any time shall be 10,000 shares, the par value of which shall be \$1.00 per share. The third class of stock is Class B common stock. The maximum number of shares of class B common stock that the Corporation is authorized to have outstanding at any time shall be 1,000 shares, the par value of which shall be \$1.00 per share. All stock issued shall be fully paid and nonassessable.

All classes of common stock of this Corporation may be issued, owned and registered only 1) in the name or names of an individual or individuals who are duly authorized and licensed to practice law in the State of Florida, or in any other State in which this Corporation shall be duly authorized to do business, and who are employees or officers of this Corporation; or, 2) in the name of another professional corporation, professional limited partnership or professional limited liability company authorized to practice law in the State of Florida.

Class B common stock shall be non-voting stock. Upon termination of employment, dissolution, liquidation or sale of the Corporation, Class B common stock shareholders shall be entitled only to an amount equal to Ten Dollars per Class B share held by the Class B common stock shareholder.

Subject to the exception noted in the next sentence, no shareholder of this Corporation may sell or transfer any of his or her shares of stock in this Corporation except to another lawyer who is an employee of the Corporation, and who is authorized to practice law in the State of Florida or in

any other State where the Corporation is duly authorized to do business. Upon a majority vote of the owners of both the common stock and the Class A common stock, all or some of the shares of this Corporation may be sold to another professional corporation, professional limited partnership or professional limited liability company authorized to practice law in the State of Florida.

The Corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws and/or enter into one or more stockholders' agreements or other agreements, not inconsistent herewith, further restraining the alienation of shares of stock of this Corporation and providing for the purchase or redemption by the Corporation of its shares of stock.

ARTICLE IV - INITIAL CAPITAL

The initial capital with which this Corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars. [No change.]

ARTICLE V – TERM OF EXISTENCE

This Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE VI – ADDRESS

The principal office of this Corporation shall be located 5200 Blue Lagoon Drive, Miami, FL, in Miami-Dade County, State of Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have at least three directors, with the exact number of directors to be specified by the shareholders from time to time, unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders.

ARTICLE VIII – INITIAL DIRECTORS, REGISTERED AGENT AND SUBSCRIBERS

[Deleted, but the Article number and title are retained as a placeholder.]

ARTICLE IX – VOTING TRUSTS

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE X – CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of directors with respect to his or her shares of stock, multiplied by the number of directors to be elected, and he or she may cast all such votes for a single director, or may distribute them among the number ob be voted for, or any two or more them, as he or she may see fit. [No change]

ARTICLE XI - CONTRACTS

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director of officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm or corporation, shall be affected by the fact that any director of this Corporation is a party in any way connected with such person, firm or corporation, and every person who may have become a director of this Corporation is hereby relieved from any liability that might other wise exist from contracting this Corporation for the benefit of himself or herself or any firm, association or corporation in which he or she may be in any way interested. [No change]

ARTICLE XII – REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting for the stockholders by the same vote as that required to elect a director. [No change]

ARTICLE XIII – RESTRAINT ON ALIENATION OF SHARES

[Deleted, but the Article number and title are retained as a placeholder.]

ARTICLE XIV – ADDITIONAL CORPORATE POWERS

This Corporation shall have all of the powers generally granted to corporations in the State of Florida unless specifically precluded from those powers by Chapter 621.

In furtherance of, and not in limitation of, the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

1. Subject to such restrictions, if any, as are herein expressed and to such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The Corporation shall have such officers as may from time to time be provided for in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

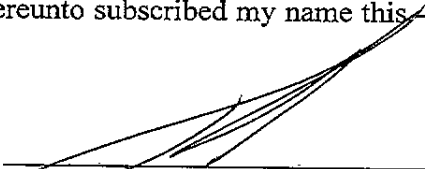
3. The directors and officers elected or appointed by the stockholders or by the Board of Directors may be removed at any time with or without cause, in such manner as may be provided in the Bylaws.

4. The Board of Directors shall have exclusive power to make, alter and repeal the Bylaws of the Corporation.

ARTICLE XV

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the manner now or hereafter prescribed by law, and all rights conferred on stockholders here are granted subject to this reservation. [No change]

IN WITNESS WHEREOF, I have hereunto subscribed my name this 4th day of October, 2001.



Thomas G. Travis, Vice President
Sandler, Travis & Rosenberg, P.A.

The foregoing Restatement of the Articles of Incorporation were unanimously adopted on September 19, 2001, by the Board of Directors of the Corporation and all shareholders of the Corporation.