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To: Division of Corporations
Fax Number : (850) 205-0380

From: GAIL S. ANDRE
Account Name : LOWMEES, DROSDICK, DOSTER, KANTOR & REED, P.A.
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PLEASE ARRANGE FILING OF THE ATTACHED AMENDED AND RESTATED ARTICLES AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

BASIC AMENDMENT

FAMLEE INVESTMENT COMPANY

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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Amend/Restated /cc
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AMENDED AND RESTATED ARTICLES
TO
ARTICLES OF INCORPORATION
OF
FAMLEE INVESTMENT COMPANY

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Famlee Investment Company, a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby file the following Amended and Restated Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is Famlee Investment Company.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation is 7050 Augusta National Drive, Orlando, Florida 32862, and the mailing address of the Corporation is P.O. Box 620365, Orlando, Florida 32862.

ARTICLE III
AUTHORIZED SHARES

A. Classes of Stock. The total number of shares of capital stock which the Corporation is authorized to issue is 315,000 shares of common stock of which 15,000 shall be shares of Voting Common Stock, par value \$1.00 per share (the "Voting Common Stock"), and 300,000 shall be shares of Nonvoting Common Stock, par value \$1.00 per share (the "Nonvoting Common Stock"). The consideration for all of the above stock shall be payable in cash or property (tangible and intangible), at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Share Division of Voting Common Stock. On the date of the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, the one thousand (1,000) issued and outstanding shares of the Corporation's previously authorized Voting Common Stock, par value \$1.00 per share ("Old Voting Common Stock"), shall hereby and thereupon be divided, classified and converted into ten thousand (10,000) validly issued, fully paid and nonassessable shares of Voting Common Stock, par value \$1.00 per share ("New Voting Common Stock"), reflecting a conversion ratio of ten (10) shares of New Voting Common Stock for each one (1) share of Old Voting Common Stock.

C. Share Division of Non-Voting Common Stock. On the date of the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, the seven thousand nine hundred thirty-three (7,933) issued and outstanding shares of the Corporation's previously authorized Nonvoting Common Stock, par value \$1.00 per share ("Old Nonvoting Common Stock"), shall hereby and thereupon be divided, classified and converted into seventy-

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nine thousand three hundred thirty-three (79,330) validly issued, fully paid and nonassessable shares of Nonvoting Common Stock, par value \$1.00 per share ("New Nonvoting Common Stock"), reflecting a conversion ratio of ten (10) shares of New Nonvoting Common Stock for each one (1) share of Old Nonvoting Common Stock.

D. Voting Rights. The New Voting Common Stock shall possess and exercise voting rights with regard to actions to be taken by shareholders of the Corporation generally, including the election of directors, and each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding New Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The New Nonvoting Common Stock shall not possess or exercise any voting rights with respect to the election of directors or any other corporate matter whatsoever.

E. No Liquidation Preference. Upon any liquidation, dissolution or winding up of the Corporation (either voluntary or involuntary), the assets of the Corporation available for distribution to its shareholders shall be distributed to the holders of the New Voting Common Stock and the New Nonvoting Common Stock, pro rata, on a per share basis without any preference to the holders of either class.

F. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new shares of common stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such shares of common stock at the same price at which it is offered to others or any other price.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office in the State of Florida is 7050 Augusta National Drive, Orlando, Florida 32812, and the name of its registered agent at such office is Richard T. Lee.

ARTICLE V BOARD OF DIRECTORS

The Corporation shall have three (3) directors; provided, however, that the number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the current directors of the Corporation are as follows:

Richard T. Lee	7050 Augusta National Drive Orlando, Florida 32812
Kathleen S. Lee	7050 Augusta National Drive Orlando, Florida 32812

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Lorrayne L. Barrow

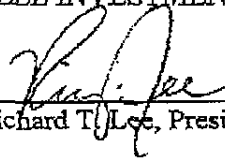
7050 Augusta National Drive
Orlando, Florida 32812

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify its officers, directors, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its President this 20th day of December, 2005.

FAMLEE INVESTMENT COMPANY

By: 
Richard T. Lee, President

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**CERTIFICATE
OF THE PRESIDENT
OF
FAMLEE INVESTMENT COMPANY**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned, in his capacity as President of Famlee Investment Company, a Florida corporation (the "Corporation"), hereby certifies as follows:

(a) The foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached were approved by the Board of Directors of the Corporation in a Unanimous Written Consent dated December 20, 2005, and the directors recommended to the shareholders that they approve such Amended and Restated Articles of Incorporation.

(b) The shareholders approved the foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached at a meeting of such shareholders held on December 20, 2005 and the number of votes cast for the foregoing Amended and Restated Articles of Incorporation was sufficient for approval.



Richard T. Lee, President