

F32739
LAW OFFICES
RUMBERGER, KIRK & CALDWELL
PROFESSIONAL ASSOCIATION

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Miami, Florida 33101

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September 9, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/13/99-01140-005
*****43.75 *****43.75

Re: Rumberger, Kirk & Caldwell, P.A.
Filing of Amended and Restated Articles of Incorporation

Dear Sir/Madam::

Enclosed, for your review and further handing, is an original and one copy of the Amended and Restated Articles of Incorporation of Rumberger, Kirk & Caldwell, Professional Association dated January 29, 1999, and our firm check number 151354 in the amount of \$43.75 representing the filing fee (\$35.00) and the total cost for obtaining a certified copy (\$8.75) of the Articles.

After the Articles have been filed, please forward a certified copy of the document to me in the enclosed self-addressed, stamped envelope which has been provided.

If you have any questions, please do not hesitate to contact me at (407) 839-4590.

Thank you for your cooperation and assistance in this regard.

Yours truly,
Elizabeth J. Roese
Elizabeth J. Roese
Administrative Assistant to
Lynn O. Wolfe, Administrator

Ejr
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

RUMBERGER, KIRK & CALDWELL, PROFESSIONAL ASSOCIATION

The undersigned Corporation, RUMBERGER, KIRK & CALDWELL, PROFESSIONAL ASSOCIATION, does hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be RUMBERGER, KIRK & CALDWELL, PROFESSIONAL ASSOCIATION and the principal business and mailing address of the Corporation is 201 South Orange Avenue, Suite 300, Orlando, Florida 32801.

ARTICLE II

CORPORATE DURATION

This Corporation commenced to exist on May 1, 1981. The duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSE OF CORPORATION

The primary purpose for which this Corporation is organized is to engage in every phase and aspect of the business of rendering the same professional services to the public that attorneys-at-law, duly licensed under the laws of the states in which the Corporation maintains offices, are authorized to render. Such professional services shall be rendered only by officers, employees and agents of the Corporation who are duly licensed as

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TALLAHASSEE, FLORIDA

attorneys-at-law under the laws of one or more of the states in which the Corporation maintains offices. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended. The Corporation is authorized and empowered to do all and everything necessary, suitable, or proper for the accomplishment of its purposes, the attainment of its objectives, or the exercise of any authority set forth in Chapter 607, Florida Statutes.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares for which the Corporation is authorized to issue is Five Hundred (500). Such shares shall be of a single class, and shall have a par value of Ten Dollar (\$10.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 201 S. Orange Avenue, Suite 300, Orlando, Florida 32801 and the name of the registered agent of this Corporation at that address is W. L. Kirk, Jr.

ARTICLE VI

DIRECTORS

In accordance with the provisions of Section 607.0732, Florida Statutes, the Corporation shall have no directors.

ARTICLE VII

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

The foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors and the Shareholders of the Corporation at a joint meeting of the Board of Directors and Shareholders of the Corporation held on January 29, 1999, at which meeting Shareholders holding a sufficient number of votes to cause approval of the foregoing Amendment voted in favor thereof.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed and attested by its duly authorized officers and its corporate seal to be affixed hereto this 29 day of Jan, 1999.

RUMBERGER, KIRK & CALDWELL
PROFESSIONAL ASSOCIATION

By: 

Name: John Bond Atkinson

Title: Vice President and Managing Shareholder

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

RUMBERGER, KIRK & CALDWELL, PROFESSIONAL ASSOCIATION (the "Corporation") desiring to organize as a domestic for profit corporation or qualify under the laws of the State of Florida has named and designated W. L. Kirk, Jr. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 South Orange Avenue, Suite 200, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 29th day of January, 1999.



W. L. Kirk, Jr.