

F36362

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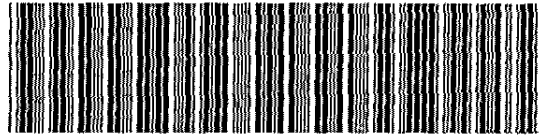
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FILED  
04 JUL -1 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated Art. & N/C

JB  
7/12

**ZEVIN & METCALF, P.A.**

1367 Lyons Road  
Coconut Creek, FL 33063  
Phone: 954-977-4878  
Fax: 954-974-4905  
Boca: 561-994-2727

**MARTIN ZEVIN**  
Attorney at Law  
Certified Mediator

June 29, 2004

Florida Department of State  
Secretary of State  
P. O. Box 6327  
Tallahassee, FL 32314

Attn: Division of Corporations

Dear Sir/Madam:

Enclosed are Amended and Restated Articles of Incorporation of Zevin & Metcalf, P. A. Please file the enclosed Articles and issue a new corporate charter reflecting the new name.

Our check for \$35.00 is also enclosed.

Thank you for your cooperation.

Sincerely,



Martin Zevin  
hkp  
enc.

P.S. Please return the copy (also enclosed) marked "filed".

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF ZEVIN & METCALF, P. A.**

FILED  
JANUARY - 1 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of attorney at law in the State of Florida hereby amends the Articles of Incorporation of Zevin & Metcalf, P. A., which articles were originally filed with the Secretary of State of the State of Florida on May 27, 1981, amended on June 24, 1994 and amended again on October 22, 1996.

**ARTICLE I**

Pursuant to adoption by the shareholders on June 27, 2004, the name of the corporation is hereby changed from ZEVIN & METCALF, P. A., to MARTIN ZEVIN, P. A.

**ARTICLE II**

The duration of the corporation is perpetual

**ARTICLE III**

This corporation is organized for the following purposes:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

c. The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom has been admitted to the Bar of, and is duly authorized to practice law in the State of Florida.

d. To do all things authorized by and not inconsistent with the Florida Service Corporation Act as presently enacted and as hereafter altered, amended or modified.

#### **ARTICLE IV**

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class and shall have a par value of \$00.05 per share.

#### **ARTICLE V**

The amount of capital with which the corporation will begin to practice the profession of attorney at law is not less than Five hundred (\$500.00) Dollars.

#### **ARTICLE VI**

The street address of the registered office of the corporation is 1367 Lyons Road, Coconut Creek, Florida 33063, and the name of its initial registered agent at such address is MARTIN ZEVIN.

#### **ARTICLE VII**

The corporation shall have no board of directors and all of the corporate

powers shall be exercised by, and the business affairs of the corporation shall be managed under the direction of the stockholders.

#### **ARTICLE VIII**

The power to make, alter, amend and repeal the By-Laws of the corporation shall be reserved to the stockholders of the corporation.

#### **ARTICLE IX**

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

#### **ARTICLE X**

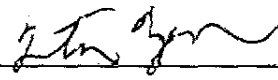
No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by registered or certified mail to the corporation at its principal place of business, and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit; provided, however, that such share shall not be sold, assigned, pledged, encumbered, transferred or otherwise disposed of, to anyone other than a

natural person, licensed and duly authorized to practice the profession of attorney at law in the State of Florida.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

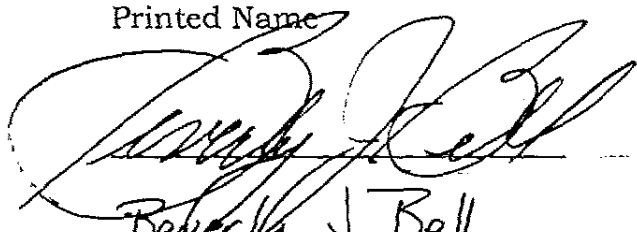
Executed by the undersigned at Coconut Creek, Broward County, Florida, on the 29<sup>th</sup> day of June, 2004.

  
MARTIN ZEVIN, President

Witnessed by:

  
\_\_\_\_\_

HELEN PARTNER  
Printed Name

  
Beverly J Bell  
Printed Name

STATE OF FLORIDA

:SS

COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED by the above named MARTIN

ZEVIN, who is personally known by me, and by HELEN PORTNER, a

witness who is personally by me, and by BEVERLY J. BELL, a witness

who is personally known by me, this 29<sup>th</sup> day of June, 2004.

Francine Bochiara

Notary Public

My Commission Expires:



Francine Bochiara  
MY COMMISSION # DD180564 EXPIRES  
March 27, 2007  
BONDED THRU TRACY FAIR INSURANCE, INC.