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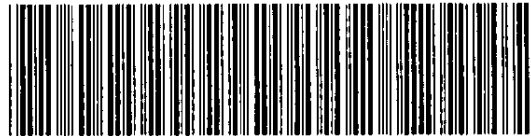
(Business Entity Name)

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Amend to N.C.
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EXAMINER

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~~Amended~~ Amendment

1.

Manny Figueroa, C.P.A., P.A.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

AMENDMENT TO AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
MANNY FIGUEROA, C.P.A., P.A.

The undersigned, being the sole Stockholder and Director of MANNY FIGUEROA, C.P.A., P.A., a Florida professional corporation, acting pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, does hereby amend and restate the Articles of Incorporation of the corporation as originally filed with the Office of the Secretary of State of the State of Florida. The corporation was originally incorporated on June 7, 1981 under the name MANNY FIGUEROA, C.P.A., P.A.

- A. The Articles of Incorporation have not been previously amended.
- B. These Restated Articles of Incorporation have been adopted in accordance with Section 607.1007 of the Florida Statutes.
- C. Effective upon the date of filing with the Secretary of State of the State of Florida, the Articles of Incorporation of MANNY FIGUEROA, C.P.A., P.A., are as follows:

"ARTICLE I
NAME

The name of this corporation is MANNY FIGUEROA, C.P.A., INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every lawful business in which a corporation may engage.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of COMMON STOCK having a par value of one (\$1.00) dollar per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE V
INDEMNITY

The corporation shall indemnify any officer, director or employee, or any former officer, director or employee to the fullest extent permitted by law.

ARTICLE VI
BY-LAWS

The power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and directors of the Corporation in the manner set forth in the By-Laws.

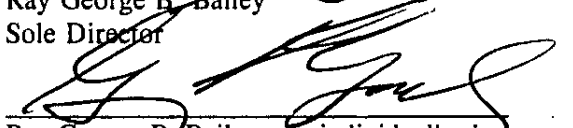
ARTICLE VII
STATUS OF CORPORATION

From and after the date these Restated Articles of Incorporation are filed with the Secretary of State of the State of Florida, the Corporation shall cease to be a Professional Corporation, and shall, instead, operate under and be governed by Chapter 607 of the Florida Statutes."

This Amendment and Restatement was executed by all of the Stockholders and Directors of the corporation on the 11th day of June, 2010, which, execution shall constitute adoption.



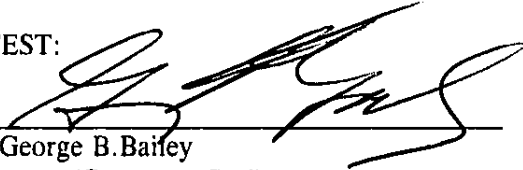
Ray George B. Bailey
Sole Director



Ray George B. Bailey, not individually, but
as sole trustee of the Manny Figueroa Living
Trust, sole stockholder.

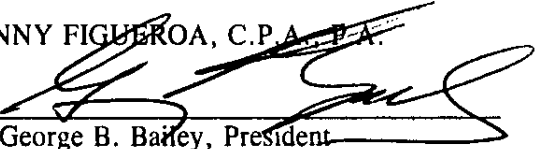
IN WITNESS WHEREOF, MANNY FIGUEROA, C.P.A., P.A. has caused this Amendment and Restatement of its Articles of Incorporation to be executed by its President and Secretary this 11th day of June, 2010.

ATTEST:



Ray George B. Bailey
Secretary (Corporate Seal)

MANNY FIGUEROA, C.P.A., P.A.

By: 

Ray George B. Bailey, President