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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS	FAX #: (850)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY	ACCT#: 072450003255
CONTACT: RAY STORMONT	
PHONE: (305)541-3694	FAX #: (305)541-3770

NAME: BENSON, CREASMAN & CO., INC.
 AUDIT NUMBER.....H97000020695
 DOC TYPE.....BASIC AMENDMENT
 CERT. OF STATUS..0 PAGES..... 4
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1997

BENSON, CREASMAN & CO., INC.
12374 SW 82 AVE.
MIAMI, FL 33156

SUBJECT: BENSON, CREASMAN & CO., INC.
REF: F58435

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption can be the date of filing or any date in the past, however, this date can not be any date in the future.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E97000020695
Letter Number: 497A00059337

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BENSON, CREASMAN & CO., INC.

FILED
97 DEC 17 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006, 607.1007 and Chapter 621 of the Florida Statutes, the undersigned corporation adopted the following Amended and Restated Articles of Incorporation which were duly approved by a unanimous vote of the Shareholders of the Corporation on December 15, 1997 for the purpose of forming a professional association.

ARTICLE I - NAME

The name of the corporation shall be Gerald E. Creasman, CPA, P.A.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 12374 SW 82 Ave., Miami FL 33156

ARTICLE IV - PURPOSE

The corporation will engage in the practice of accounting.

ARTICLE V - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

All existing shares of the Corporation shall be canceled. All issued shares shall be appropriately reclassified and reissued. Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she

Prepared by:
Ann Fisher, P.A.
1514 Zuleta Ave.
Coral Gables FL 33146
305-665-5944
Fla Bar No: 0328227

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already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered by others.

ARTICLE VI - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Gerald E. Creasman, 12374 SW 82 Ave., Miami FL 33156.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have one director at the time of the adoption of these Amended and Restated Articles. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the current director of this corporation is Gerald E. Creasman, 12374 SW 82 Ave. Miami FL 33156.

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The shareholders shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as President of the corporation, hereby executes these Amended and Restated Articles of Incorporation this 15 day of December, 1997.

BENSON, CREASMAN & CO.

By: 
Gerald Creasman, President

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H97000020695**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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