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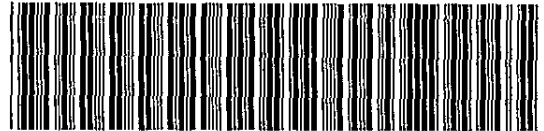
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05 FEB 14 PM 1:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

02/14/05--01063--007 **35.00

PS
2/24/05

Talfourd H. Kemper, Jr.
540 983-7505
fkemper@woodsrogers.com

WOODS ROGERS ^{PLC}
ATTORNEYS AT LAW

February 11, 2005

Amendment Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Sherertz, Franklin, Crawford, Shaffner, Inc.
Application by a Foreign Profit Corporation to File Amendment to
Application for Authorization to Transact Business in Florida

Dear Ladies and Gentlemen:

Enclosed for filing is an Application by a Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for the above-referenced corporation, along with a Transmittal Letter.


Also enclosed, as requested, are (i) an original Written Consent of Directors of SFCS, Inc., (ii) Virginia SCC Certified Articles of Incorporation of SFCS, Inc. (f/k/a Sherertz, Franklin, Crawford, Shaffner, Inc.), and (iii) a Certificate of Good Standing from the Virginia SCC.

Finally, also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Thank you for your assistance and cooperation in this matter.

Sincerely,

WOODS ROGERS PLC


Talfourd H. Kemper, Jr.

Enclosures

cc: T. H. Kemper
C. M. Holland, Jr.

RKE# 0904026.WPD-1, 083807-00000-01

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F94000006105

(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Sherertz, Franklin, Crawford, Shaffner, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Virginia (Incorporated under laws of) 3. November 30, 1994
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 5, 1999

5. SFCS Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

Sherertz, Franklin, Crawford, Shaffner, Inc.
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Manjit Toor
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

MANJIT TOOR
(Typed or printed name of person signing)

1/31/05
(Date)

CEO
(Title of person signing)

Commonwealth of Virginia

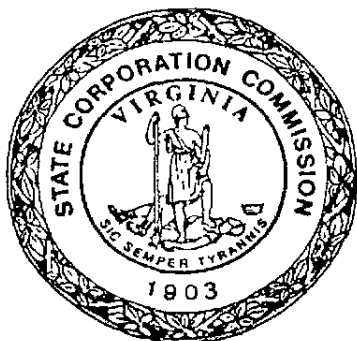


State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of SFCS Inc. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
February 8, 2005*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

ARTICLES OF AMENDMENT
RESTATING
ARTICLES OF INCORPORATION
OF
SHERERTZ, FRANKLIN, CRAWFORD, SHAFFNER, INC.

The Articles of Amendment Restating the Articles of Incorporation of Sherertz, Franklin, Crawford, Shaffner, Inc. (the "Corporation") are set forth below.

ONE

The name of the Corporation is Sherertz, Franklin, Crawford, Shaffner, Inc.

TWO

The text of the Amendment that has been adopted is attached hereto as Appendix 1.

THREE

Each share of the Corporation's presently outstanding Common stock, par value \$0.05 per share, is hereby converted to one (1) share of Voting Common Stock, par value \$0.05 per share.

FOUR

The Amendment was adopted as of February 1, 1999.

FIVE

The Amendment was adopted by the unanimous written consent of the shareholders of the Corporation.

EXECUTED on behalf of the Corporation as of the 1st day of February, 1999, by its Chairman.

SHERERTZ, FRANKLIN, CRAWFORD,
SHAFFNER, INC.

By Manjit S. Toor
Manjit S. Toor, Chairman

APPENDIX 1

RESTATED ARTICLES OF INCORPORATION OF SFCS INC.

ARTICLE I - NAME

The name of the Corporation (the "Corporation") is SFCS Inc.

ARTICLE II - PURPOSE

The purpose of this Corporation is to transact any or all lawful business not required to be specifically stated in these Articles of Incorporation for which corporations may be incorporated under the Virginia Stock Corporation Act.

ARTICLE III - AUTHORIZED STOCK

A. The Corporation shall have authority to issue shares of stock as follows:

<u>Class</u>	<u>Par Value</u>	<u>No. of Shares</u>
Voting Common	\$0.05/share	300,000
Nonvoting Common	\$0.05/share	100,000

B. Shareholders of the Corporation shall not have the preemptive right to acquire unissued shares of the Corporation.

C. Rights, options or warrants for the purchase of shares of the Corporation may be issued without shareholder approval to such persons (including any officer or employee of the Corporation or any of its subsidiaries) upon such terms and conditions and for such consideration as may be approved by the board of directors.

D. The preferences, limitations and voting rights in respect of the Voting Common stock and Nonvoting Common stock shall be as follows:

(1) The holders of Voting Common stock and Nonvoting Common stock shall be equally entitled to receive, share for share without preference or distinction as to class, such dividends as may be declared on the common stock from time to time by the Board of Directors; provided, however, that in the case of the declaration by the Board of Directors of any dividend payable in shares of common stock of the corporation, distinction may be made as to class so that the portion of such dividend payable on shares of Voting Common stock may consist of either Voting Common stock or

Nonvoting Common stock or both, while at the same time the portion of such dividend payable on shares of Nonvoting Common stock may consist solely of Nonvoting Common stock or a different combination of Voting Common and Nonvoting Common shares.

(2) The holders of Voting Common stock and Nonvoting Common stock shall be equally entitled to receive, share for share without preference or distinction as to class, upon liquidation of the Corporation, all assets of the Corporation available for distribution to its shareholders.

ARTICLE IV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. Each Director and Officer who is or was a party to any proceeding (including a proceeding by or in the right of the Corporation) shall be indemnified by the Corporation against any liability imposed upon or asserted against him (including amounts paid in settlement) arising out of conduct in his official capacity with the Corporation or otherwise by reason of the fact that he is or was such a Director or Officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, except there shall be no indemnification in relation to matters as to which he shall have been finally adjudged to be liable by reason of having been guilty of (i) willful misconduct or (ii) a knowing violation of criminal law in the performance of his duty as such Director or Officer.

B. In addition to the indemnification provided under Section A, to the full extent permitted by the Virginia Stock Corporation Act and any other applicable law, as they exist on the date hereof or may hereafter be amended, the Corporation shall indemnify a Director or Officer of the Corporation who is or was a party to any proceeding (including a proceeding by or in the right of the corporation) by reason of the fact that he is or was such a Director or Officer or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

C. The Corporation is empowered to contract in advance to indemnify any Director or Officer to the extent indemnification is granted under Sections A and B. The Board of Directors is also empowered to cause the Corporation to indemnify or contract in advance to indemnify any other person not covered by Sections A and B who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to the same extent as if such person were specified as one to whom indemnification is granted under Sections A and B.

D. The Corporation may advance, pay for and/or reimburse the reasonable expenses incurred by an Officer or Director who is a party to any proceeding in advance of the final disposition thereof if (i) the Officer or Director furnishes the Corporation a written

statement of his good faith belief that he has met the standard of conduct described in Sections A and/or B above, (ii) the Officer or Director furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct, and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. The undertaking required by clause (ii) above shall be an unlimited general obligation of the Officer or Director but need not be secured and may be accepted without reference to financial ability to make repayment.

E. All determinations as to indemnification and advances of expenses (including contracts with respect thereto) shall be made by a majority vote of a quorum of disinterested Directors. In the event a quorum of disinterested Directors cannot be obtained to make any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this Article, such determination shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

F. The foregoing provisions are intended to provide indemnification with respect to those monetary damages for which the Virginia Stock Corporation Act permits the limitation or elimination of liability. In addition, to the full extent, if any, that the Virginia Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a Director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages arising out of a single transaction, occurrence or course of conduct in excess of the amount of cash consideration received by the Director from the Corporation for services as a director during the twelve months immediately preceding the act or omission for which liability was imposed.

G. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

H. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is

based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

1 Except to the extent inconsistent with this Article, terms used herein shall have the same meanings assigned them in the Indemnification Article of the Virginia Stock Corporation Act, as now in effect or hereafter amended. Without limitation, it is expressly understood that reference herein to Directors, Officers, employees or agents shall include former Directors, Officers, employees and agents and their respective heirs, executors and administrators.

Dated: February 1, 1999

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

April 5, 1999

The State Corporation Commission has found the accompanying
articles submitted on behalf of

SFCS INC.
(FORMERLY SHERERTZ, FRANKLIN, CRAWFORD, SHAFFNER, INC.
)

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

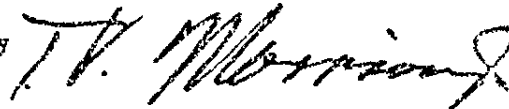
CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective April 5,
1999 at 02:57 PM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20436
99-03-22-0113

UNANIMOUS WRITTEN CONSENT
OF
DIRECTORS
OF
SFCS INC.

January 18, 2005

The undersigned, being all of the directors of SFCS Inc. (the "Corporation"), hereby execute this consent, effective January 18, 2005, to the actions set forth below.


1. The Corporation is hereby authorized to do business in the State of Florida under the name of Sherertz, Franklin, Crawford, Shaffner, Inc.
2. The officers of the Corporation are hereby authorized to execute and deliver any documents and to take any further actions as they consider necessary or desirable in connection with the foregoing action and resolutions.
3. This Consent may be executed by facsimile and in several counterparts, and all counterparts so executed will constitute one document binding upon all the parties, notwithstanding the fact that all of the parties have not signed the original or the same counterpart.

SEEN, ACKNOWLEDGED, APPROVED AND AGREED:



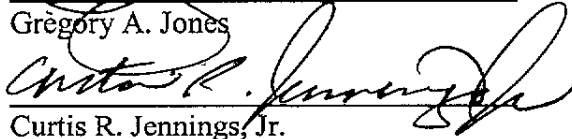
Mahjit S. Toor

Signed: January 31, 2005



Gregory A. Jones

Signed: January 31, 2005



Curtis R. Jennings, Jr.

Signed: January 31, 2005

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

SFCS Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 23, 1987.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
February 8, 2005*

Joel H. Peck
Joel H. Peck, Clerk of the Commission.