

LAW OFFICES OF
JOSEPH M. MASON, JR., P.A.

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SPRING HILL, FLORIDA 34606-2397
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JOSEPH M. MASON, JR.*

* ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

PLEASE REPLY TO:
BROOKSVILLE

H36182

June 28, 1999

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Amendment Filing Section
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Tallahassee, Florida 32314

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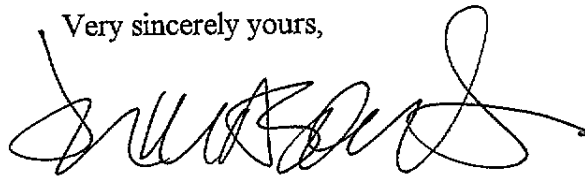
RE: *Amended and Restated Articles of Incorporation
of Joseph M. Mason, Jr., Professional Association*

Dear Sirs:

Please find enclosed for filing the *Amended and Restated Articles of Incorporation of Joseph M. Mason, Jr., Professional Association*. Also enclosed is a check in the amount of \$43.75, to cover the filing fee and the cost of a certified copy of the *Amended and Restated Articles of Incorporation of Joseph M. Mason, Jr., Professional Association*.

If you have any questions regarding this matter, or if you need any further information regarding same, please let me know.

Very sincerely yours,



JOSEPH M. MASON, JR.

*Amend + Restate
7-2-99
JMS*

JMM/km
JMM06289.A-1
Enclosures

FILED

Amended and Restated
ARTICLES OF INCORPORATION
OF
JOSEPH M. MASON, JR.,
Professional Association
(formerly known as Merritt & Mason, Professional Association)

99 JUN 29 PM 12:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as President, sole Director, and sole Shareholder, of **Joseph M. Mason, Jr., Professional Association**, formerly known as Merritt & Mason, Professional Association, hereinafter referred to as the **Corporation**, *and after being duly sworn*, hereby certifies that both the sole Director and the sole Shareholder of the Corporation, by joint action taken on December 31, 1998, and effective as of January 1, 1999, without a meeting, have each, pursuant to Sections 607.1001 through 1009, *Florida Statutes*, unanimously **RESOLVED** that the *Articles of Incorporation* of Merritt & Mason, Professional Association, be, and they hereby are, amended in whole and restated, to henceforth read as follows:

ARTICLE I
NAME

Section 1.1 **Designation and Registration.** The name of the Corporation, formerly known as Merritt & Mason, Professional Association, shall be **Joseph M. Mason, Jr., Professional Association**, effective as of, and *nunc pro tunc* to, January 1, 1999, and said name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II
DURATION

Section 2.1 **Perpetual Existence.** This Corporation shall have perpetual existence, commencing upon the filing of its Articles of Incorporation with the Florida Department of State, Division of Corporations.

ARTICLE III
PURPOSES AND POWERS

Section 3.1 **Purposes.** This Corporation is organized for the purpose of rendering professional legal services, and for the further purpose of engaging in all other lawful activities permitted to a corporation organized under Chapter 621, *Florida Statutes*, the Florida Professional Service Corporation Act, as from time-to-time in effect.

Section 3.2 **Powers.** The Corporation shall have all powers granted and/or permitted to professional service corporations by law, including, but not limited to, and to the extent permitted by Chapter 621, *Florida Statutes*, the Florida Professional Service Corporation Act, both all the powers enumerated in Chapter 607, *Florida Statutes*, the Florida General Corporation Act, as from time-to-time in effect, and all other statutory and/or common law powers granted and/or permitted to corporations, including, but not limited to, the following powers:

3.2.1 **Structures and Personal Property.** To construct, erect, repair, and remodel buildings and structures of all types for itself and others; and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest, trade, and deal in and with, goods, wares, merchandise, personal property, and services of every class, kind, and description whatsoever.

3.2.2 **Agent.** To act as broker, agent, fiduciary, trustee, attorney, counsel, or factor for any person, firm, or corporation.

3.2.3 **Real and Personal Property.** To purchase, lease, or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain, and operate, and to sell, convey, exchange, lease, or otherwise alienate and dispose of, and to mortgage, pledge, or otherwise encumber, any and all such property and any and all legal and equitable rights thereunder and interests therein.

3.2.4 **Borrow and Mortgage.** To borrow or raise money for any of the purposes and permitted activities of the Corporation, and from time-to-time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness; and to secure payment thereof and of any interest therein by the mortgage, pledge, conveyance, or other assignment in trust of, or the creation of a security interest in, the assets, in whole or in part, of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

3.2.5 **Guarantee.** To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of any class or series of the capital or preferred stock of or any bonds, promissory notes, security, or other evidences of indebtedness created by any other corporation of the State of Florida or of any other state or government, and to exercise all of the rights, powers, and privileges arising therefrom, including the right to vote with regard to the affairs of such other corporation.

3.2.6 **Contracts.** To enter into, make, perform, and carry out contracts, agreements, and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation, with any person, firm, corporation, association, or syndicate or with any private, public, or municipal body existing under the law of

any local, state, or national government, so far as or to the extent that the same may be done or performed pursuant to law.

3.2.7 **Partner.** To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture, or otherwise with any person, firm, or corporation now carrying on or about to carry on any business which this Corporation has the direct, indirect, or incidental authority to pursue.

3.2.8 **Restrictive Covenants.** To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer, or other disposition of any of its outstanding stock by any of its Shareholders, including by death or operation of law, so long as such provisions are not inconsistent with Sections 13.1 and 13.2, below. The manner and form as well as all relevant terms, conditions, and details of such provisions shall be determined by the Shareholders of the Corporation; provided, however, that no such provision shall affect the rights of third parties without actual knowledge thereof, unless such provision or notice thereof is noted upon the certificate evidencing ownership of the stock for which disposition is sought.

3.2.9 **Same as Natural Persons.** In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and in any part or parts of the world, at which meetings of Shareholders and Directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida, and in any and all other states, territories, districts, dependencies, colonies, or possessions in the United States of America, and in any foreign country.

3.2.10 **All Legal Acts.** To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the fullest extent permitted by law.

Section 3.3 **Prohibited Activities.** Notwithstanding any other provision of this Article III, the Corporation may not operate: a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company; a building and loan, mutual fire insurance, or other cooperative association; a fraternal benefit society; or a state fair or exposition.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

Section 4.1 **Capital Stock.** The amount of Paid-in-Capital, hereinafter referred to as the **Capital**, which the Corporation is authorized to have is Five Hundred Thousand Dollars

(\$500,000.00), to be divided into Two-Hundred Fifty Thousand (250,000) Class A Shares (hereinafter referred to as the **Class A Stock** or the **Class A Shares**) and Two-Hundred Fifty Thousand (250,000) Class B Shares (hereinafter referred to as the **Class B Stock** or the **Class B Shares**), hereinafter collectively referred to as the **Capital Stock**, with each share of both the Class A Stock and the Class B Stock to have a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for, or on behalf of, the Corporation at a valuation to be fixed by the Board of Directors of the Corporation. The authorized Capital of the Corporation, and the number of shares thereof, may at any time be increased or decreased as provided by the laws of Florida.

Section 4.2 **Eligible Owners.** Only individuals who both hold a current and active license to practice law in Florida, and are employed by the Corporation, or another professional service firm all of the shareholders, members, partners, and/or principals of which are so licensed, and which either is wholly owned by, or is otherwise associated by written agreement with, the Corporation, are eligible to be Shareholders of, and own shares of the Capital Stock (either Class A Stock or Class B Stock) in the Corporation, or any instrument convertible into same, and any previously eligible Shareholder who or which, for any reason, becomes ineligible to hold shares of the Corporation shall immediately surrender all shares so held to the Corporation, which shall redeem said shares and pay the holder thereof either the book value thereof or the par value thereof, whichever is less.

Section 4.3 **Voting Rights.** Each share of issued and outstanding Class A Stock shall be entitled to one (1) vote, and each share of issued and outstanding Class B Stock shall be entitled to five (5) votes on each issue considered by the Shareholders and on which all classes of Capital Stock are eligible to vote. Unless otherwise specifically provided in these Articles of Incorporation, both Class A Stock and Class B Stock shall be eligible to vote on all issues properly brought to the Shareholders for a vote.

Section 4.4 **Options and Warrants.** To the extent not otherwise prohibited by Section 6.2, and Subsections 6.2.1 through 6.2.5 thereof, below, the Board of Directors may, from time-to-time and upon such terms as it may determine, cause to be issued or granted such options, warrants, or other rights to purchase authorized but unissued shares of the Capital Stock (including Class A Stock and Class B Stock) of the Corporation, or shares thereof held as Treasury Shares by the Corporation, and for such price and upon such terms, as it, in its sole discretion, deems advisable.

Section 4.5 **Entitlement to Dividends.** The holders of the issued and outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property or in shares of the Capital Stock of the Corporation, solely out of the unreserved and unrestricted retained earnings of the Corporation, as provided by Florida law. The holders of the Class A Stock of the Corporation shall be entitled to distribution of that portion of the declared dividend equal to one-half (1/2) thereof multiplied by the number of each such holder's shares of Class A Stock and divided by the authorized number of shares of Class A Stock, regardless of whether all of same are issued and/or outstanding; and the holders of the issued and outstanding shares of the Class B Stock of the Corporation shall be entitled to the *pro rata* distribution of the remainder of the declared dividend; provided, however, that the holders of either Class A Stock or Class B Stock may waive payment of a dividend to their respective Class, upon a simple majority vote of the issued and outstanding shares of that Class. No dividend payable in shares of the Capital Stock

of the Corporation may result in the issuance of shares of either Class A Stock or Class B Stock on or by reference to the shares of the other, without the approval of a simple majority of the issued and outstanding shares of the Class B Stock.

Section 4.6 **Entitlement to Residual Value of Assets.** In the event the Corporation is dissolved, and after the winding up of the affairs of the Corporation has been completed, and all of the Corporation's debts and expenses have been paid, the holders of the Class A Stock of the Corporation shall be entitled to distribution of that portion of the residual value of the net assets of the Corporation equal to one-half (1/2) of said residual value multiplied by the number of each such holder's shares of Class A Stock and divided by the authorized number of shares of Class A Stock, regardless of whether all of same are issued and/or outstanding; and the holders of the issued and outstanding shares of the Class B Stock of the Corporation shall be entitled to the *pro rata* distribution of the remainder of the Corporation's net assets, and/or the residual value of the Corporation's net assets.

ARTICLE V

CLASSES AND SERIES OF SHARES PERMITTED

Section 5.1 **Classes or Series of Capital Stock.** The shares of Capital Stock (including both Class A Stock and Class B Stock) of the Corporation may be divided into such other classes or series, with such rights and privileges assigned thereto, and the issuance thereof shall be on such terms, as the Class B Shareholders, in their sole discretion and by their sole action, determine to be appropriate.

ARTICLE VI

ISSUANCE, CALL, AND REDEMPTION OF SHARES, CONVERTIBLE OBLIGATIONS, OPTIONS, AND WARRANTS

Section 6.1 **No Preemptive Rights.** No holder of any of the shares of the Capital Stock of the Corporation shall have any pre-emptive or preferential right of subscription to any new or additional issue of:

6.1.1 **Shares of Stock.** Shares of the Capital Stock of the Corporation, regardless of whether same are now or hereafter authorized;

6.1.2 **Convertible Obligations.** Obligations convertible into shares of the Capital Stock of the Corporation, regardless of whether same are now or hereafter authorized; or

6.1.3 **Rights, Options, and Warrants.** Rights, options, or warrants to purchase shares of the Capital Stock of the Corporation, regardless of whether same are now or hereafter authorized.

Section 6.2 **Discretionary Subscription Rights.** Nothing herein shall prohibit the Shareholders, in their discretion, from time-to-time and at such price or on such other terms as they may deem appropriate, from granting subscription rights to holders of the Capital Stock of the Corporation, or to holders of obligations convertible into, or rights, options, or warrants to purchase, the Capital Stock of the Corporation, or to the holders of all of same, or to other persons or firms eligible to hold shares of the Corporation's Capital Stock, in any proportion or mix as the Shareholders, in their sole discretion, shall determine, and upon the approval of such grant pursuant to Sections 6.2.1 through 6.2.5, below.

6.2.1 **Issuance of Additional Class A Stock.** The issuance of authorized but as yet unissued shares of Class A Stock shall require a simple majority vote both of all votes cast and of the issued and outstanding Class B Stock.

6.2.2 **Issuance of Additional Class B Stock.** The issuance of authorized but as yet unissued shares of Class B Stock shall require a simple majority vote of the issued and outstanding Class B Stock, and Class A Stock shall not be entitled to vote thereon.

6.2.3 **Grant of Treasury Stock.** The grant of issued but not outstanding shares of Capital Stock held as treasury shares shall require the same vote for both Class A Stock and Class B Stock as is required for issuance of authorized but previously unissued shares thereof.

6.2.4 **Admission of New Shareholder.** The offer to a non-Shareholder of an opportunity to acquire Capital Stock of the Corporation shall require the same vote for the acquisition of either Class A Stock or Class B Stock as is required for issuance of previously authorized but unissued shares of each thereof.

6.2.5 **Delegation to the Board of Directors.** The Shareholders, by appropriate vote, as hereinabove provided, may give prior authority to the Board of Directors to issue or grant or offer shares as above provided, subject to such timing, terms, and conditions as the Board may deem appropriate.

Section 6.3 **Convertible Obligations, Options, and Warrants.** The Shareholders are specifically authorized to issue non-voting obligations convertible into authorized but unissued shares of the Corporation's Capital Stock, or shares thereof held as Treasury Shares by the Corporation.

6.3.1 **Definition.** As used herein, the expression "convertible obligations" shall include any notes, bonds, or other evidences of indebtedness to which are attached or with which are issued options, warrants, or other rights to purchase or to otherwise convert said obligations into Capital Stock of the Corporation.

6.3.2 **Grant.** The Shareholders are hereby expressly authorized, in their discretion and in connection with the issuance of any Convertible Obligations or Capital Stock of the Corporation (but without intending hereby to limit their general power so to do in any other case), to grant rights, warrants, or options to purchase or otherwise acquire Capital Stock of the Corporation upon such terms and during such periods

as the Shareholders shall determine, and to cause such rights, warrants, or options to be evidenced by such instruments as they may deem advisable.

6.3.3 **Approval.** Both the issuance of obligations convertible unto, and the grant of rights, warrants, and options to purchase or otherwise acquire, either Class A Stock or Class B Stock of the Corporation shall require the same vote as is required for issuance of authorized but previously unissued shares thereof.

Section 6.4 **Call and Redemption of Class A Stock.** The Class A Stock of any Class A Shareholder may be called by the Corporation, in whole or in part, at anytime and for any reason, upon the affirmative vote of a simple majority of the shares of the issued and outstanding Class B Stock, at which time the holder of any such called shares shall surrender same to the Corporation and the Corporation shall redeem said shares and pay the former holder thereof either the book value thereof or the par value thereof, whichever is less.

ARTICLE VII

INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

Section 7.1 **Business Address.** The current street address of the principal place of business of the Corporation is 101 South Main Street, Brooksville, Florida 34601-3336, and the current mailing address of the Corporation is Post Office Box 1900, Brooksville, Florida 34605-1900, either of which may be changed at any time and for any reason, reasonable or unreasonable, or for no reason, by the Board of Directors.

Section 7.2 **Registered Address and Agent.** The street address of the current registered office of the Corporation is 101 South Main Street, Brooksville, Florida 34601-3336 and the name of the current Registered Agent of the Corporation at that address is Joseph M. Mason, Jr., Esquire, either of which may be changed at any time and for any reason, reasonable or unreasonable, or for no reason, by the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

Section 8.1 **Qualifications.** All Directors of the Corporation shall be Shareholders of the Corporation, unless otherwise provided in the Bylaws of the Corporation.

Section 8.2 **Number of Directors.** The Corporation shall have one (1) Director, who shall be a holder of Class B Stock of the Corporation. The number of directors may be either increased to a maximum of five (5), or decreased, but not below one (1), from time-to-time by action in accordance with the Bylaws of the Corporation, as from time-to-time adopted by the Class B Shareholders and/or the Board of Directors. The name and address of the current Director of the

Corporation, who shall serve until his successor is elected and has qualified pursuant to the Bylaws of the Corporation, is:

Joseph M. Mason, Jr.
Post Office Box 1900
101 South Main Street
Brooksville, Florida 34601-3336

Section 8.3 **Election of Class A and Class B Directors.** To be elected as a Director, a Class A Shareholder, who is not also a Class B Shareholder, must receive a simple majority vote both of all votes cast and of the issued and outstanding shares of the Class B Stock. To be elected as a Director, a holder of Class B Stock must receive a simple majority vote of the issued and outstanding Class B Stock, and the Class A Stock shall not be eligible to vote thereon.

Section 8.4 **Voting by Class A and Class B Directors.** Each Director who is a holder of Class A Stock of the Corporation, but not a holder of Class B Stock of the Corporation, shall have one (1) vote on all matters considered by the Board of Directors, and each Director who is a holder of Class B Stock of the Corporation shall have five (5) votes thereon.

Section 8.5 **Removal of Class A and Class B Directors.** Any Director may be removed at any time and for any reason by a vote of the Shareholders that meets the same standard as the vote required to elect that Director.

ARTICLE IX **INCORPORATION**

Section 9.1 **Incorporator.** The name and address of the Incorporator of this Corporation, who executed the Corporation's original Articles of Incorporation, is:

Joseph M. Mason, Jr.
101 S. Main Street
Post Office Box 1900
Brooksville, Florida 34605-1900

ARTICLE X **INDEMNIFICATION**

Section 10.1 **Officers, Directors, and Employees.** The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any Shareholder, Director, officer, or employee of the Corporation, or any former officer, Director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act and/or the Florida Professional Service Corporation Act.

ARTICLE XI

AMENDMENT AND DISSOLUTION

Section 11.1 **Procedure.** Unless otherwise set forth herein, the Corporation reserves the right both to: at any time, in any manner, and for any reason, reasonable or unreasonable, or for no reason, amend these Articles of Incorporation, or any amendment hereof, either by adding new provisions hereto, or by altering, modifying, or repealing any existing provision hereof; and to, at any time and for any reason, reasonable or unreasonable, or for no reason, dissolve the Corporation and wind up its affairs according to law.

Section 11.2 **Vote.** Only holders of Class B Stock shall be entitled to vote either on any amendment to these Articles of Incorporation, or to any amendment hereto, or on a resolution to dissolve the Corporation and wind up its affairs, and a simple majority vote of the issued and outstanding Class B Stock shall be required to adopt any such amendment or resolution.

Section 11.3 **No Vested Rights.** Nothing in these Articles of Incorporation shall be deemed to grant or otherwise vest in any Shareholder, of either Class A Stock or Class B Stock, any monetary or other right or interest superior to the right of the holders of the Class B Stock, either to amend these Articles of Incorporation at any time, in any manner, and for any reason, reasonable or unreasonable, or for no reason, or to dissolve the Corporation at any time and for any reason, reasonable or unreasonable, or for no reason.

ARTICLE XII

GOVERNANCE OF THE INTERNAL AFFAIRS OF THE CORPORATION

Section 12.1 **Regulation of Business and Affairs.** For the regulation of the business and for the conduct of the affairs of the Corporation, and to create, divide, limit, and regulate the powers of the Corporation, of the Directors, and of the Shareholders, provision is made as follows:

12.1.1 **Consideration for Stock.** The Board of Directors of the Corporation, in its sole discretion, except as the Class B Shareholders may otherwise from time-to-time specifically and expressly provide or direct, shall have the authority to fix the consideration for which the shares of Capital Stock of the Corporation may be issued or other disposition thereof made, and to provide when and how such consideration shall be paid.

12.1.2 **Meetings.** Meetings of the Shareholders (including both Class A Shareholders and Class B Shareholders), of the Class A Shareholders (separately), of the Class B Shareholders (separately), and of the Directors of the Corporation, or of any committees of any of same, for all purposes, may be held at any place, either inside or outside of the State of Florida, and Members of any such group may be counted in attendance at such meeting and may participate fully therein from locations other than that of the meeting through the use of communications equipment which will allow all participants therein to at all times hear all other participants therein.

12.1.3 **Corporate Powers.** All corporate powers, including, but not limited to, the sale, mortgage, hypothecation, and pledge of the whole or any part of the Corporation's property, shall be exercised by the holders of the Class B Stock, in their sole and exclusive discretion, except as otherwise provided herein or as may be specifically and expressly otherwise provided by law.

12.1.4 **Use of Corporate Funds.** The holders of the Class B Stock shall have the power to fix and determine and vary the amount of the working capital of the Corporation, and to direct and determine the use and disposition of any surplus, retained earnings, or net profits over and above the Paid-in-Capital of the Corporation, and in their sole discretion the Class B Shareholders may use and apply any such surplus, retained earnings, or net profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock, to such extent, in such manner, and upon such terms as the Class B Shareholders in their sole and exclusive discretion deem expedient.

12.1.5 **Compensation.** The Class B Shareholders shall have the power to fix the compensation or other payments by way of fees, salaries, bonuses, distributions, pensions and/or pension plan contributions, profit sharing and/or profit sharing plan contributions, or otherwise, or any mix of one or more, or all, of same, of the members, employees, agents, officers, Directors, and Shareholders, all or each of them, in such sum, form, and amount, and pursuant to such contracts as may seem reasonable, in and by their sole discretion.

12.1.6 **Executive Committee.** The Board of Directors may designate from among their number an Executive Committee of one or more members, at least one of whom must be a Class B Shareholder, which, in the intervals between meetings of the Board and to the extent provided by the Bylaws of the Corporation and authorized by law, shall have plenary authority to exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation. The members of the Executive Committee shall have the same weighted votes on matters considered by the Executive Committee as said members have on the Board of Directors.

12.1.7 **Removal of Directors.** Pursuant to such procedures as may be established by the Bylaws of the Corporation, any one or more or all of the Directors may be removed, either with or without cause, at any time and for any reason, reasonable or unreasonable, or for no reason, by the vote of the Shareholders consistent with Section 8.5, above, and, thereupon the term of each Director who has been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

12.1.8 **Removal of Officers.** Any officer of the Corporation may be removed either with or without cause, at any time and for any reason, reasonable or unreasonable, or for no reason, by vote of a simple majority of the issued and outstanding shares of the Class B Stock.

12.1.9 **Conflicts of Interest.** No contract, act, or transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Shareholders, Directors, or officers of the Corporation is or are interested in or is a Shareholder, director, or officer or are Shareholders, directors, or officers of such other corporation, nor shall any contract, act, or transaction of the Corporation be affected by the fact that any of the Shareholders, Directors, or officers of the Corporation are personally interested therein. Any Shareholder or Shareholders, Director or Directors, or officer or officers of the Corporation, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any Shareholder or Shareholders, Director or Directors, or officer or officers of the Corporation is a party or are parties to, or is or are otherwise interested in such contract, act, or transaction, or is or are in any way connected with such person, firm, association, or corporation. Each and every person who may become a Shareholder, Director, or officer of the Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent such person from contracting with the Corporation for such person's benefit or for the benefit of any firm, association, or corporation in which such person may be in anywise interested.

Section 12.2 **Bylaws.** The Class B Shareholders shall have the sole authority to make Bylaws for the Corporation, and from time-to-time to alter, amend, or repeal any such bylaws adopted by them; provided, however, that the bylaws, as adopted by the Class B Shareholders, may provide for the bylaws to be altered, amended, or repealed, in whole or in part (including the adoption of new bylaws), by the Directors, subject to such review or approval thereof, if any, by the Class B Shareholders as may be required and/or permitted by said provision, but subject always to the right of the Class B Shareholders, under this Section 12.2, to alter, amend, or repeal all bylaws of the Corporation, including, but not limited to, such of same that may be adopted by the Directors.

ARTICLE XIII

RESTRICTIONS ON THE TRANSFER OF SHARES

Section 13.1 **Transfer of Shares to Another Person Prohibited.** No Shareholder may either transfer or encumber shares of either Class A Stock or Class B Stock to another person without the approval of the other Shareholders, given in the same manner as for the issuance of authorized but unissued shares of Class A Stock or Class B Stock, as the case may be, which approval may be withheld for any reason, reasonable or unreasonable, or for no reason.

Section 13.2 **Forfeiture Upon Transfer by Operation of Law Other than Death.** At any time a judicial decree ordering or sanctioning the transfer by operation of law of any shares of the Corporation's Capital Stock to another person becomes final and not subject to further appeal, the shares subject thereto shall be deemed canceled and neither the holder nor the transferee thereof shall be entitled to receive any payment in redemption thereof.

Section 13.3 **Transfer by Death.** If there occurs a transfer by operation of law pursuant to any provision of the Florida Probate Code upon the death of the holder, the estate of the deceased holder, or the deceased holder's successor, as the case may be, shall be entitled to receive the amount the deceased holder would have received had the shares been redeemed immediately prior to the death of the holder.

Section 13.4 **Buy/Sell Agreement.** The Shareholders and the Corporation, by execution of an agreement regarding the transfer of the Capital Stock of the Corporation, may provide for the details of permitted and/or required transfers, including the funding and terms of the payment for same, so long as such agreement is not inconsistent with the provisions hereof.

Section 13.5 **Legend.** An appropriate legend shall be affixed to or placed upon each certificate representing shares of the Capital Stock of the Corporation, which legend shall give notice that the transfer of the shares represented by said certificate is restricted, and subject to approval by the Corporation.

IN WITNESS WHEREOF, the above-named sole Shareholder, sole Director, and President of Joseph M. Mason, Jr., Professional Association, has hereunto subscribed his name on June 28, 1999, for the purpose of amending and restating the Articles of Incorporation of Joseph M. Mason, Jr., Professional Association.

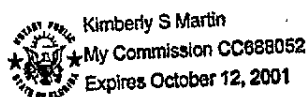


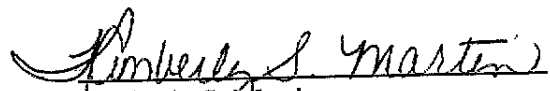
JOSEPH M. MASON, JR., as Sole
Shareholder, Sole Director, and President
of Joseph M. Mason, Jr., Professional
Association

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on June 28, 1999, in the County and State aforementioned, personally appeared **JOSEPH M. MASON, JR.,** the person who, first being by me duly sworn, deposed and said upon said person's oath that said person is the sole Shareholder, the sole Director, and the President of Joseph M. Mason, Jr., Professional Association, that said person is the person described in and who executed the foregoing *Amended and Restated Articles of Incorporation of Joseph M. Mason, Jr., Professional Association* (formerly known as Merritt & Mason, Professional Association), and that said person executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows:

[the signer is personally known by the undersigned Notary Public]).




Kimberly S. Martin (Printed Name)
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, *Florida Statutes*, the following designation of Resident Agent for service of process is made by the Corporation:

Joseph M. Mason, Jr., Professional Association, desires to qualify under the laws of the State of Florida, with its principal place of business at 101 South Main Street, Brooksville, Florida, 34601-3336, and has named Joseph M. Mason, Jr., located at 101 South Main Street, Brooksville, Florida, 34601-3336, as its agent to accept service of process within the State of Florida.

**JOSEPH M. MASON, JR.,
Professional Association**

By: 

JOSEPH M. MASON, JR., as its President,
its sole Director, and its sole Shareholder

Date Signed: June 28, 1999

ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for **Joseph M. Mason, Jr., Professional Association**, at the place designated in this certificate, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.


JOSEPH M. MASON, JR.

Date Signed: June 28, 1999