

MAY. 17. 2001 4:59PM FOLEY & LARDNER
Division of Corporations

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H39498

Florida Department of State
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BASIC AMENDMENT

SHELDRIK, MCGEHEE & KOHLER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03

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Amended &
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05/17/2001

05/18/01

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MAY. 17. 2001 5:00PM FOLEY & LARDNER
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Estimated Charge	\$43.75
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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SHELDRIK, MCGEHEE & KOHLER, INC.
(THE "CORPORATION")

This Corporation was incorporated on January 24, 1985 under the name RK Management Services, Inc. and its name was changed to Sheldrick, McGehee & Kohler, Inc. on February 24, 1999. Pursuant to Sections 607.1003, 607.1004 and 607.1007, Florida Business Corporation Act, Amended and Restated Articles of Incorporation were approved by the directors and shareholders of the Corporation on May 2, 2001. The only voting group entitled to vote on the adoption of the Amended and Restated Articles of Incorporation consists of the holders of the Corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

ARTICLE 1 NAME

The name of the Corporation is Sheldrick, McGehee & Kohler, Inc.. The principal place of business of this Corporation shall be One Independent Drive, Suite 3140, Jacksonville FL 32202.

ARTICLE 2 NATURE OF BUSINESS

The Corporation may engage or transaction in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 3 CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE 4 ADDRESS

The street address of the registered office of the Corporation shall be One Independent Drive, Suite 3140, Jacksonville FL 32202, and the name of the registered agent shall be Nancy D. Kohler.

ARTICLE 5 TERM OF EXISTENCE

This Corporation is to exist perpetually.

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ARTICLE 6 SPECIAL PROVISIONS

It is the intent of this Corporation that it qualify under Section 1244 of the Internal Revenue Code and file as a Subchapter S corporation.

IN WITNESS WHEREOF, the President and Sole Director has executed these Amended and Restated Articles of Incorporation on the 2nd day of May, 2001


Richard Kohler

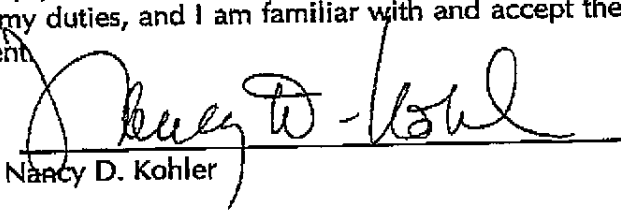
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated Corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Nancy D. Kohler

Date: May 2, 2001