

Division of Corporations

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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

GRUBER &amp; ASSOCIATES INSURANCE AGENCY, INC.

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August 7, 2006

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**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION**

**GRUBER & ASSOCIATES INSURANCE AGENCY, INC.  
a Florida corporation**

The undersigned, being the Director of **GRUBER & ASSOCIATES INSURANCE AGENCY, INC.**, a Florida corporation (the "Corporation"), hereby certifies that the Articles of Incorporation of the Corporation are modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. The Articles of Incorporation of the Corporation are hereby modified to provide that effective as of the date of this Amendment Albert J. Gruber has resigned from all offices of the Corporation, including without limitation, as President of the Corporation. John S. Barnes has been appointed Sole Director, President, Secretary and Treasurer of this Corporation, and that as of the date of this Amendment, the names and street addresses of the Directors and Officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
John S. Barnes	906 N. Flagler Avenue Homestead, Florida 33030	Director/President Secretary/Treasurer

2. The date of each Amendment's adoption is August 4, 2006.

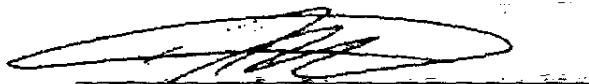
3. The original date of filing was December 29, 1986.

4. The street address of the registered office of the Corporation is 906 N. Flagler Avenue, Homestead, Florida, 33030, and the name of the registered agent of the Corporation at such address is John S. Barnes.

5. This amendment was adopted by the Board of Directors without Shareholder action and Shareholder action was not required.

6. In all other regards, all of the articles, terms and conditions of the Articles of Incorporation of the Corporation not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Incorporation of the Corporation, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Shareholders, Directors and Officers of the Corporation and their respective legal representatives, heirs, successors and assigns.

IN WITNESS WHEREOF, the undersigned, being the sole Director of the Corporation, has hereunto set his hands and affixed the Corporation's seal this 7<sup>th</sup> day of August, 2006.



John S. Barnes, Director and President  
By: Marc Cohen, Esq., as Attorney-in-Fact

[Corporate Seal]

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**ACKNOWLEDGMENT OF APPOINTMENT  
BY REGISTERED AGENT**

Having been named the registered agent for the above Corporation at the place designated in these Articles of Amendment to the Articles of Incorporation for the Corporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



**John S. Barnes**

**By: Marc Cohen, Esq., as Attorney-in Fact**

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