

J 98848

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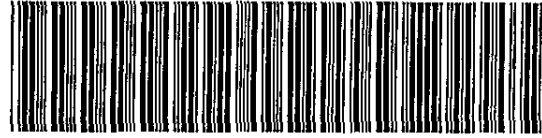
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*amend  
to be stated*

# TREISER, COLLINS & VERNON

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James L. Arnold ■ ✻ ◆  
of Counsel

□ Also admitted in Kentucky  
● Also admitted in New Jersey  
■ Also admitted in New York  
✻ Also admitted in Virginia  
◆ Also admitted in the District  
of Columbia

February 10, 2004

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32399

**Re: Articles of Amendment  
Lutz & Knudson, P.A.**

Dear Reader:

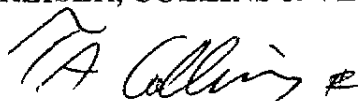
Enclosed you will find an original and one (1) copy of the Amended and Restated Articles of Incorporation of Lutz & Knudson, P.A.. Also enclosed is a check drawn on the account of Lutz & Knudson in the amount of \$43.75 representing the State's fee to file the Amended and Restated Articles and provide a certified copy.

Please return the certified copy in the preaddressed stamped envelope enclosed for this purpose.

If you have any questions, please do not hesitate to contact me directly. Thank you for your attention and consideration.

Very truly yours,

**TREISER, COLLINS & VERNON**



Thomas A. Collins II, Esquire  
For the Firm  
e-mail: [tcollins@swflalaw.com](mailto:tcollins@swflalaw.com)  
cc: Jana Knudson  
Enclosure

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LUTZ & KNUDSON, P.A.**

**EXPLANATORY STATEMENT**

These Amended and Restated Articles of Incorporation of Lutz & Knudson, P.A., a Florida professional service corporation (the "Corporation"), are executed and filed in accordance with Section 607.1007, Florida Statutes. This is an amendment and restatement of the Articles of Incorporation of the Corporation originally filed with the Florida Department of State under the name of Martha E. Lutz, P.A. on October 21, 1987 and assigned document number J98848. Said Articles of Incorporation were amended on March 10, 1997 changing the name to Lutz & Knudson, P.A.

**CERTIFICATE OF AMENDMENT**

The undersigned hereby certifies that: this amendment and restatement of the Articles of Incorporation of the Corporation was adopted by the sole director of the Corporation on November 3, 2003. Shareholder approval was not required. The undersigned, being authorized to execute and file these Amended and Restated Articles of Incorporation, hereby certifies that the Articles of Incorporation of the Corporation are amended and restated in the entirety to state as follows:

**ARTICLE ONE  
NAME OF CORPORATION**

The name of the Corporation is LUTZ & KNUDSON, P.A.

**ARTICLE TWO  
DURATION OF CORPORATION**

The duration of the Corporation shall be perpetual.

**ARTICLE THREE  
PURPOSE OF CORPORATION**

The purpose for which the Corporation is organized shall be to engage in the practice of public accounting within the State of Florida, to take all actions that are necessary or proper in connection with that practice, and to engage in any activities allowed under the Florida "Professional Service Corporations and Limited Liability Company Act."

**ARTICLE FOUR  
CAPITAL STOCK**

The aggregate number of shares that the Corporation has authority to issue is 7,500 shares, all of which shall be common shares with a par value of \$1.00.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**ARTICLE FIVE  
REGISTERED AGENT AND REGISTERED AND PRINCIPAL OFFICES**

The street address of the registered office of the Corporation is 2770 Horseshoe Drive South, Building 2, Suite 4, Naples, Florida 34104, and the name of the registered agent of the Corporation at that address is Jana Knudson. The street address and mailing address of the principal office of the Corporation is 2770 Horseshoe Drive South, Building 2, Suite 4, Naples, Florida 34104.

**ARTICLE SIX  
BOARD OF DIRECTORS**

The Board of Directors must consist of one or more individuals. Until changed by resolution duly adopted by the shareholders of the Corporation, there shall be one (1) Director and the name and address of the Director is Jana Knudson, 2770 Horseshoe Drive South, Building 2, Suite 4, Naples, Florida 34104. The number of Directors may be changed from time to time by resolution duly adopted by the shareholders of the Corporation.

**ARTICLE SEVEN  
PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice public accounting within the State of Florida. Professional services shall be rendered in each case by the officer, employee or agent designated solely by the Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the laws or the professional rules applicable to the practice of public accounting.

**ARTICLE EIGHT  
LIMITATIONS OF CORPORATE STOCK**

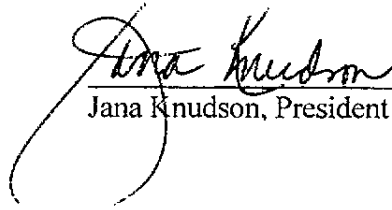
No one other than an individual who is duly licensed to practice public accounting under the laws of the State of Florida may own any corporate stock of this Corporation; nor may any shareholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock. If any officer, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall sever all employment with, and financial interest in the Corporation.

**ARTICLE NINE  
RESTRICTIONS ON TRANSFER OF STOCK**

Provisions restricting the transfer of stock may be contained in the Bylaws, in any shareholder agreement or buy-sell agreement filed at the Corporation's principal office, or stated on

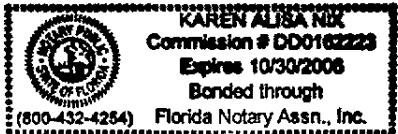
the front or back of any stock certificate, and purchasers of any shares shall be deemed to have notice of such restrictions.

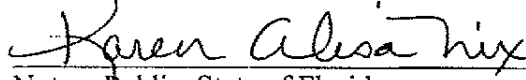
IN WITNESS WHEREOF, I have subscribed my name at Naples, Florida, on the 30 day of January, 2004.

  
\_\_\_\_\_  
Jana Knudson, President

STATE OF FLORIDA )  
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 2004, by JANA KNUDSON, as President of Lutz & Knudson, P.A., who is personally known to me (or has produced FL K532-432-51-824 as identification).



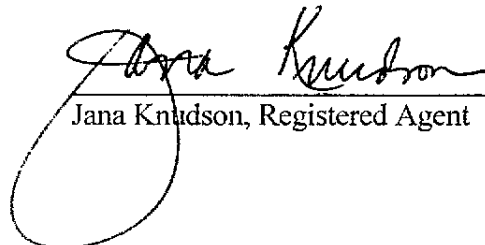
  
\_\_\_\_\_  
Notary Public, State of Florida  
KAREN ALISA NIX  
Typed, Printed or Stamped Name

My Commission Expires: 10/30/2006  
My Commission No. is: DD0162223

### ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation of LUTZ & KNUDSON, P.A. (herein the "Corporation") as the Registered Agent of the Corporation to accept service of process for the Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act and the Professional Service Corporation Act in all other respects.

Dated this 30 day of January, 2004.

  
\_\_\_\_\_  
Jana Knudson, Registered Agent