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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MANZINI & ASSOCIATES, P.A.

These Amended and Restated Articles of Incorporation of MANZINI & ASSOCIATES, P.A. (the "Corporation"), originally incorporated on December 19, 1988, Document No. K52721, were duly adopted by the sole Shareholder and the Board of Directors of this Corporation on May 7, 2010. These Amended and Restated Articles of Incorporation of the Corporation supercede the original Articles of Incorporation and all amendments to the Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is MANZINI & ASSOCIATES, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation commenced on December 19, 1988. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
5,000	\$1.00	Common

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ARTICLE V - OFFICERS

The current officers of the Corporation are:

President.....	Nicolas A. Manzini
Secretary.....	Nicolas A. Manzini
Treasurer.	Nicolas A. Manzini

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office is currently located at 6426 SW 9th Street, West Miami, Florida 33144. The corporation's mailing address is currently located at the same address.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the current registered office of this corporation and the name of the current registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Alan R. Chase, Esquire

STREET ADDRESS OF
REGISTERED OFFICE

2731 Executive Park Drive, Suite 10
Weston, Florida 33331

ARTICLE VIII - BOARD OF DIRECTORS

This corporation currently has one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The current director of this corporation is:

DIRECTOR

Nicolas A. Manzini

ADDRESS

6426 SW 9th Street
West Miami, Florida 33144

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

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IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 7th day of May, 2010.

By: Nicolas A. Manzini
Nicolas A. Manzini, President
and Secretary

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**CORPORATE CONSENT OF
BOARD OF DIRECTORS AND SHAREHOLDER
IN LIEU OF JOINT SPECIAL MEETING OF**

MANZINI & ASSOCIATES, P.A.

DATE: May 7, 2010

The undersigned, being the sole Director and Shareholder of the above-named Florida corporation, hereby consents to the following action in lieu of holding a special meeting of the Board of Directors and Shareholder, pursuant to Florida Statutes, Sections 607.0821 and 607.0704, respectively, and the Corporation's By-Laws and Articles of Incorporation:

Articles of Amendment. The Articles of Incorporation of the Corporation shall be amended and restated as follows:

ARTICLE I - NAME

The name of this corporation is MANZINI & ASSOCIATES, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation commenced on December 19, 1988. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
5,000	\$1.00	Common

ARTICLE V - OFFICERS

The current officers of the Corporation are:

President.....	Nicolas A. Manzini
Secretary.....	Nicolas A. Manzini
Treasurer.....	Nicolas A. Manzini

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office is currently located at 6426 SW 9th Street, West Miami, Florida 33144. The corporation's mailing address is currently located at the same address.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the current registered office of this corporation and the name of the current registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED OFFICE</u>
Alan R. Chase, Esquire	2731 Executive Park Drive, Suite 10 Weston, Florida 33331

ARTICLE VIII - BOARD OF DIRECTORS

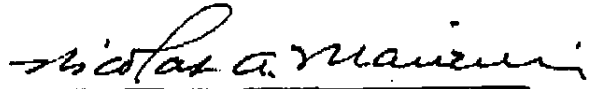
This corporation currently has one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The current director of this corporation is:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Nicolas A. Manzini	6426 SW 9 th Street West Miami, Florida 33144

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the sole Director and Shareholder has executed this Corporate Consent as of the day and year first above written.

A handwritten signature in dark ink, appearing to read "Nicolas A. Manzini", is written over a horizontal line.

NICOLAS A. MANZINI,
Sole Director and Shareholder

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