

LOI 000016980 FRANCO & WALLACE, LLC

ATTORNEYS AT LAW

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November 13, 2001

Florida Department of State
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

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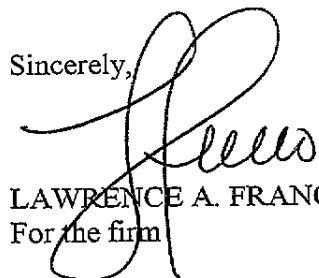
Re: Franco & Wallace, LLC Articles of Restatement and Amendment

Dear Sir or Madam:

Enclosed herewith, please find a fully executed copy of the Articles of Restatement and Amendment for Franco & Wallace, LLC. Please take special notice of the fact that the entity has changed its name from Franco & Wallace, LLC to Franco & Wallace, PL. Please change the records of the Division of Corporations to reflect this change. Also enclosed is our firm's check in the sum of \$30.00 for the filing fee and for one certificate of status to be sent back to us at the address captioned above.

Should you have any questions or concerns relating to the foregoing, please do not hesitate to contact me at my office. Thank you for your kind and thoughtful consideration of the foregoing.

Sincerely,


LAWRENCE A. FRANCO
For the firm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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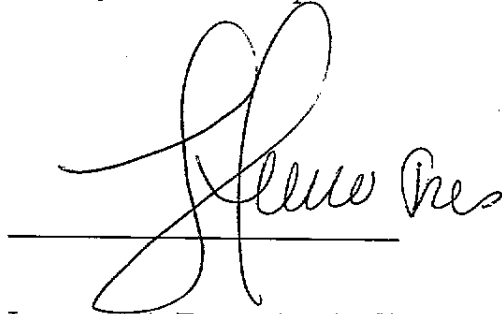
**ARTICLES OF RESTATEMENT AND AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FRANCO & WALLACE, LLC**

FIRST: The date of the filing of the Articles of Organization was October 3, 2001.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

1. Article I shall be amended to state that: "The persons executing the articles are doing so under the Florida Professional Service Corporation and Limited Liability Company Act, Fla. Stat. §621, *et seq.* The name of the Limited Liability Company is FRANCO & WALLACE, PL."
2. Article VI shall be added to state: "The limited liability company shall be engaged in the performance of professional services, specifically the practice of law. All members and future members of the limited liability company shall be duly authorized to practice law in the state of Florida."

Dated: November 13, 2001



Lawrence A. Franco, President
The Law Offices of Lawrence A. Franco, P.A.
Managing Member, Franco & Wallace, P.L.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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