

L07508

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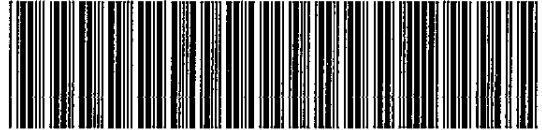
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*Amended &
Restated*

*Articles
Name*

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SEP - 8 PM 14:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Done
9/8/05*



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 585101 3487A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 43.75

ORDER DATE : September 8, 2005

ORDER TIME : 10:32 AM

ORDER NO. : 585101-005

PLEASE FILE FIRST***

CUSTOMER NO: 3487A

CUSTOMER: Ms. Jennifer L. Shariff-bey
Icard Merrill Cullis Timm
Suite 600
2033 Main Street
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: THE CROWLEY GROUP, INC.

EFFECTIVE DATE:

XX___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
THE ARTICLES OF INCORPORATION
OF
THE CROWLEY GROUP, INC.

FILED
05 SEP -8 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Articles of Amendment and Restatement of its Articles of Incorporation.

1. This Corporation hereby amends and restates its Articles of Incorporation originally dated August 4, 1989 and filed on August 8, 1989, and filed as Document Number L07508, as amended January 26, 2004 and filed on January 29, 2004, as amended on February 16, 2004 and filed on February 24, 2004 and as amended February 23, 2004 and filed on March 1, 2004.

2. The new corporate name of the Corporation is Crowley Investment Group, Inc.

3. These Articles of Amendment and Restatement of the Articles of Incorporation of Crowley Investment Group, Inc., were adopted as of September 2, 2005 by the Board of Directors of the Corporation and the Shareholders. The number of votes cast for the Articles of Amendment and Restatement were sufficient for approval.

4. This Corporation's Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I - NAME

The name of the corporation ("Corporation") is Crowley Investment Group, Inc.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 2000 Webber Street, Sarasota, FL 34239.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of Corporation shall consist of five thousand (5,000) shares of Class A Voting Common Stock, \$1.00 par value and forty-five thousand (45,000) shares of Class B Non-Voting Common Stock, \$1.00 par value.

Except for voting rights attributable solely to the Class A Voting Common Stock, with respect to all other rights including but not limited to, distribution rights and liquidation rights, the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall share all other rights equally.

The recapitalization of the Corporation's Capital Stock will be accomplished by the Corporation exchanging each share of the Corporation's existing Common Stock for (a) three (3) shares of Class A Voting Common Stock, \$1.00 par value and (b) forty (40) shares of Class B Non-Voting Common Stock, \$1.00 par value.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The street address of the Corporation's registered office is 2000 Webber Street, Sarasota, FL 34239. The initial registered agent for the Corporation at that address is Joseph R. Shea, Esq.

ARTICLE VII - INCORPORATOR

The name and street address of the original incorporator to these Articles of Incorporation is:

Name

Address

Donald J. Harrell

1900 Ringling Blvd.
Sarasota, FL 34236

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the

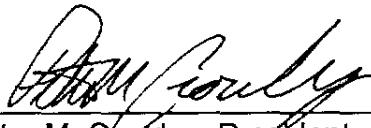
Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the Class A Voting Common Stock of the Corporation shall be required for any Shareholder action.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment and Restatement of Articles of Incorporation as of August 2, 2005.

Crowley Investment Group, Inc.

By: 
Peter M. Crowley, President