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10 MAR -3 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Rest.
C.COULLIETTE

MAR 05 2010

EXAMINER

30 Allied Veterans of the World, Inc.: Affiliate 66/ Document # N08000010676
31 Allied Veterans of the World, Inc.: Affiliate 67/ Document # N08000010668
32 Allied Veterans of the World, Inc.: Affiliate 68/ Document # N08000010669
33 Allied Veterans of the World, Inc.: Affiliate 69/ Document # N08000010634
34 Allied Veterans of the World, Inc.: Affiliate 70/ Document # N08000011366
35 Allied Veterans of the World, Inc.: Affiliate 71/ Document # N09000000033
36 Allied Veterans of the World, Inc.: Affiliate 72/ Document # N09000001951
37 Allied Veterans of the World, Inc.: Affiliate 73/ Document # N09000001952
38 Allied Veterans of the World, Inc.: Affiliate 74/ Document # N09000001953
39 Allied Veterans of the World, Inc.: Affiliate 75/ Document # N09000001954
40 Allied Veterans of the World, Inc.: Affiliate 76/ Document # N09000001955

FROM: Laurie M. Lee, Esq.
MATHIS & MURPHY PA
1200 Riverplace Boulevard, Suite 902
Jacksonville, FL 32207
E-mail address (to be used for future annual report notification):
llee@mathislaw.net

Enclosed for filing are an original and one (1) copy of the Amended and Restated Articles of Incorporation of each of the above corporations, together with our firm check on the amount of \$2,012.50 for the filing and certified copy fees.

Please return the Certified Copies and all future correspondence concerning this matter to Laurie M. Lee, Esq. at the above address. **For questions and further information concerning this matter, please call Beth Kirwan at (904) 396-5500. Thank you.**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALLIED VETERANS OF THE WORLD, INC.: AFFILIATE 54**

These Amended and Restated Articles of Incorporation are meant to consolidate and clarify the corporation's prior Articles of Incorporation including any amendments. These Amended and Restated Articles of Incorporation shall completely replace all prior Articles of Incorporation and/or Articles of Amendment filed by the corporation prior to the date of the filing of these Amended and Restated Articles of Incorporation.

ARTICLE I

The name of the Corporation is:

Allied Veterans of the World, Inc.: Affiliate 54

ARTICLE II

The effective date of this corporation shall be:

August 27, 2007

ARTICLE III

The street address of the principal office of the Corporation is:

1965 State Road 16
St. Augustine, FL 32084

ARTICLE IV

The mailing address of the office of this Corporation is:

1965 State Road 16
St. Augustine, FL 32084

ARTICLE V

The not for profit corporation is authorized to issue 1,000 membership units.

ARTICLE VI

The specific purpose for which this corporation is organized is:

Any and all lawful purpose or purposes not inconsistent with Section 617.0301, Florida Statutes.

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TALLAHASSEE, FLORIDA

ARTICLE VII

The initial street address of the Corporation's registered office is:

1200 Riverplace Boulevard, Suite 902
Jacksonville, FL 32207

The initial registered agent for the Corporation at that address is:

Kelly B. Mathis, Esquire

ARTICLE VIII

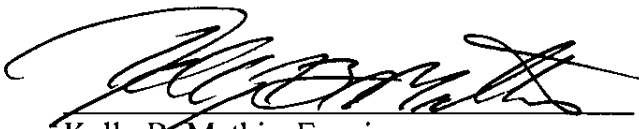
The initial directors identified in the Articles of Incorporation will serve a one year term unless removed by Member(s). If alternative directors are not appointed and/or elected by the Member(s) after one year, the initial directors will remain in their position for an additional one year term. The manner in which the directors are to be elected or appointed will be stated in the bylaws.

ARTICLE IX

The corporation shall be subject to the bylaws of Allied Veterans of the World, Inc. & Affiliates.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALLIED VETERANS OF THE WORLD, INC.: AFFILIATE 54 at the place designated in these Amended and Restated Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position.

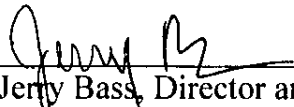

Kelly B. Mathis, Esquire
Registered Agent

February 1, 2010
Date

CERTIFICATE

The undersigned, being a director and the President of this corporation, certifies that these Amended and Restated Articles of Incorporation were approved by the members of the Corporation on February 1, 2010 and the number of votes cast for the amendment was sufficient for approval. These duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation as of February 1, 2010.



Jerry Bass, Director and President