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PLEASE ARRANGE FILING OF THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

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BASIC AMENDMENT

MUNIWORKS, INC.

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Certificate of Status	0
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Amended & Restated

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MUNIWORKS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2003 APR 17 PM 4:28

The Articles of Incorporation of MuniWorks, Inc., a Florida corporation, are hereby amended and restated in their entirety to read as follows:

ARTICLE I
NAME

The name of the corporation is MuniWorks, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation and the mailing address of the Corporation is 167A Lookout Place, Maitland, Florida 32751.

ARTICLE III
AUTHORIZED SHARES

The Corporation is authorized to issue an aggregate total of one hundred thousand (100,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office in the State of Florida is 1400 W. Fairbanks Avenue, Suite 102, Winter Park, Florida 32789, and the name of its registered agent at such office is James Ferrell.


ARTICLE V
BOARD OF DIRECTORS

The Corporation's board of directors shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify its officers, directors, advisory board members, employees and agents, and advance expenses to such persons, to the fullest extent permitted by Section 607.0850, Florida Statutes, as the same may be amended or replaced.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 16th day of April, 2003.



Martin J. Dickinson, President

H03000124721 9

CERTIFICATE
OF THE PRESIDENT
OF
MUNIWORKS, INC.

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned, in his capacity as President of MuniWorks, Inc., a Florida corporation (the "Corporation") hereby certifies as follows:

(a) The foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached were approved by the Board of Directors of the Corporation in a Unanimous Written Consent dated April 16th, 2003, and the directors recommended to the shareholders that they approve such Amended and Restated Articles of Incorporation.

(b) The shareholders approved the foregoing Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached at a meeting of such shareholders held on April 16th, 2003 and the number of votes cast for the foregoing Amended and Restated Articles of Incorporation was sufficient for approval.



Martin J. Dickinson, President