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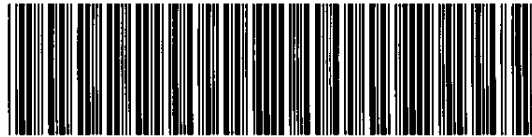
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December 22, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Dennis M. Morgenstern, P.A.

PLEASE STAMP EFFECTIVE DATE ON PAGE 1 OF ARTICLES

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
 Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
☐	Profit
☐	Non Profit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment
☐	Resignation of RA Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Reports
☐	Fictitious Name
☐	Name Reservation
☐	Reinstatement

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Liability
☐	Reinstatement
☐	Trademark
☐	Other

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DENNIS M. MORGENSTERN, P.A.**

FILED
06 DEC 22 PM 3:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dennis M. Morgenstern, P.A. (the "Corporation") filed its original Articles of Incorporation with the Florida Secretary of State on March 29, 2000 (the "Original Articles"). The Corporation, in accordance with the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act, hereby amends and restates its Articles of Incorporation in its entirety and hereby adopts the following Amended and Restated Articles of Incorporation to take effect on January 1, 2007:

ARTICLE I - NAME

The name of this corporation is MORGENSTERN & HERD, P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of law and all of its fields of specialization.
2. To engage and render the professional service involved only through its officers, agents and employees who are attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of professional services hereby authorized.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue two hundred (200) shares of \$.01 par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to attorneys in good

standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 3919 Doral Drive, Tampa, Florida 33634, and the name of the registered agent of this corporation at that address is Dennis M. Morgenstern.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one.

ARTICLE V - AMENDMENT

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INDEMNIFICATION

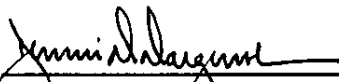
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

CERTIFICATE REQUIRED BY SECTION 607.1007(4), FLORIDA STATUTES:

The undersigned officer of the Corporation hereby certifies that these Amended and Restated Articles of Incorporation were recommended to the shareholders for approval and have been adopted and approved on December 18, 2006 to take effect on January 1, 2007, by unanimous written consent of the sole director and shareholder of the Corporation, which vote is sufficient for approval.

The undersigned has executed these Amended and Restated Articles of Incorporation and the Certificate set forth above this 18th day of December, 2006.

DENNIS M. MORGENSTERN, P.A.

By: 
Dennis M. Morgenstern, President