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CAMERLENGO & DRIVER, P.A.

LAW OFFICES

A PROFESSIONAL ASSOCIATION

4741 Atlantic Boulevard, Suite E-2
Jacksonville, Florida 32207
(904) 306-9220 • Fax (904) 306-9221
jvc@jvc-law.com

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -7 PM 1:10

FILED

May 6, 2002

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****43.75 *****43.75

RE: Amended and Restated Articles of Incorporation for the Law Offices of
Joseph V. Camerlengo, P.A.

Dear Division of Corporations Representative:

Please find enclosed the original and one copy of the Amended and Restated Articles of Incorporation for the Law Offices of Joseph V. Camerlengo, P.A. The corporation has changed its name and Articles effective May 1, 2002. I would appreciate your certifying the copy and returning it to me at your earliest convenience. Also enclosed is a check in the amount of \$43.75 to cover your fees in this regard. Should you have any questions regarding the foregoing or enclosures, please do not hesitate to call me.

Very truly yours,

Joseph V. Camerlengo

JVC/sa
Enclosures

Joseph Camerlengo
AUTHORIZATION BY PHONE TO
CORRECT copy to me
DATE 5/7/02
DOC. EXAM CS

Ps sf/sfo
Amend/restated

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAW OFFICES OF JOSEPH V. CAMERLENGO, P.A.**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of The Law Offices of Joseph V. Camerlengo, P.A. are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is Camerlengo & Driver, P.A. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

4741 Atlantic Boulevard, Suite E-2
Jacksonville, Florida 32207

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing legal services and all other lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective as of May 1, 2002, unless the filing of these Amended and Restated Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 4741 Atlantic Boulevard, Suite E-2, Jacksonville, Florida 32207 as the street address of the Corporation's registered office, and (ii) names Joseph V. Camerlengo as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by G. Ray Driver, Jr.
Florida Bar No. 0044032
Camerlengo & Driver, P.A.
4741 Atlantic Boulevard, Suite E-2
Jacksonville, Florida 32207
904-306-9220

ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

ARTICLE VIII - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by unanimous written consent of the Corporation's Board of Directors pursuant to Section 607.0821, Florida Statutes, and by unanimous written consent of the Corporation's stockholders pursuant to Section 607.0704, Florida Statutes.

The undersigned has executed these Amended and Restated Articles of Incorporation this 3rd day of May, 2002.

CAMERLENGO & DRIVER, P.A.

By: 

Print Name: Joseph V. Camerlengo

Its: President