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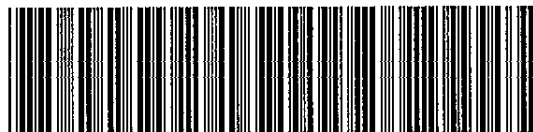
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Restatement v N.C.

C. Coulliette MAR 12 2003

SPIEGEL & UTRERA, P.A.
(Requestor's Name)
1840 CORAL WAY, 4TH FLOOR
(Address)
MIAMI, FL 33145 (305) 854-6000
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Margie Goldfarb, Inc. PO2000063716
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other <u>Restatement of Articles</u>

Examiner's Initials

**RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
MARGIE GOLDFARB, INC.**

FILED
2003 MAR 12 PM 2:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of MARGIE GOLDFARB, INC. executes these Restatement of Articles of Incorporation of MARGIE GOLDFARB, INC. pursuant to Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **MARGARET GOLDFARB, P.A.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF BUSINESS

The Corporation shall engage in the practice of law.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9700 South Dixie Highway, Suite 500, Miami, Florida 33156 and the mailing address is 9700 South Dixie Highway, Suite 500, Miami, Florida 33156.

ARTICLE 4 - ADOPTION

These Restatement of Articles of Incorporation were adopted on 28 February 2003, and the number of votes cast by the Shareholders for the Amendment of the Restated Articles of Incorporation was sufficient for approval. Only one voting group of Shareholders was entitled to vote thereon.



SPIEGEL & UTRERA, P.A.
LAWYERS

www.amerilawyer.com

1840 CORAL WAY 4TH FLOOR MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

ARTICLE 5 - OFFICERS

The Officers of the Corporation shall be:

President:	Margaret U. Goldfarb
Secretary:	Margaret U. Goldfarb
Treasurer:	Margaret U. Goldfarb

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director of the Corporation shall be:

Margaret U. Goldfarb

whose addresses shall be the same as principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, *subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.*



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7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Restated Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this Corporation is Attention: Margaret U. Goldfarb, 9700 South Dixie Highway, Suite 500, Miami, Florida 33156. The name and address of the registered agent of this Corporation is Margaret U. Goldfarb, 9700 South Dixie Highway, Suite 500, Miami, Florida 33156.



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ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

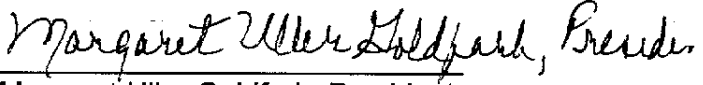
ARTICLE 14 - EFFECTIVE DATE

These Restatement of Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

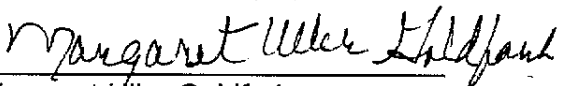
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restatement of Articles of Incorporation, or in any amendment hereto, or to add any provision to these Restatement of Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Restatement of Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Restatement of Articles of Incorporation under the laws of the State of Florida, this 28 February 2003.


Margaret Uller Goldfarb, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN RESTATEMENT OF ARTICLES OF INCORPORATION

Margaret Uller Goldfarb having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Restatement of Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Margaret Uller Goldfarb



SPIEGEL & UTRERA, P.A.

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