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DIVISION OF CORPORATION

Amend, Test. N.C.

C. Gaudette OCT 26 2004

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~~October 26~~
August 25, 2004

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery


To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$35.00** for the applicable filing fee:

MICHAEL G. PENNEY INSURANCE, P.A.
Document Number: P02000083894

Please stamp the enclosed copy of this letter upon filing. **Please provide the attached copy, as marked, to Judy at the front counter and call me at 577-9090 when the document is ready.** Thank you for your assistance in this matter.

Sincerely,


Karen F. Jusevitch
Paralegal

/kfj
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MICHAEL G. PENNEY INSURANCE, P.A.**

MICHAEL G. PENNEY INSURANCE, P.A. (the "Corporation") filed its original Articles of Incorporation with the Florida Department of State on August 2, 2002, under the name MICHAEL G. PENNEY INSURANCE, INC. (the "Original Articles"). The Original Articles were amended on August 9, 2002, to change the name of the Corporation to MICHAEL G. PENNEY INSURANCE, P.A., and to convert the Corporation to a professional service corporation, pursuant to the provisions of Section 607.1805, Florida Statutes.

These Amended and Restated Articles of Incorporation were duly adopted, effective October 22, 2004, by the entire Board of Directors of the Corporation and all shareholders of the Corporation, being a sufficient number of votes for approval, in accordance with Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, in order to change the Corporation's name and convert the Corporation to one being governed by the terms of Chapter 607, Florida Statutes, in compliance with the terms of Section 621.13(4) of the Florida Business Corporation Act.

ARTICLE I
Name

The name of the Corporation is MICHAEL G. PENNEY INSURANCE, INC.

ARTICLE II
Registered Office and Agent

The street address of the registered office of the Corporation in the State of Florida is 301 E. Pine Street, Suite 1400, Orlando, Florida 32801. The name of the registered agent of the Corporation at such address is Jack K. McMullen.

ARTICLE III
Mailing Address

The mailing address of the Corporation is 280 West Canton Avenue, Winter Park, Florida 32790.

ARTICLE IV
Duration

The Corporation shall exist perpetually.

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ALABAMA

ARTICLE V
Purpose

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE VI
Capital Stock

The maximum number of shares of capital stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, \$1.00 par value per share.

ARTICLE VII
Bylaws

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders of the Corporation.

ARTICLE VIII
Amendments

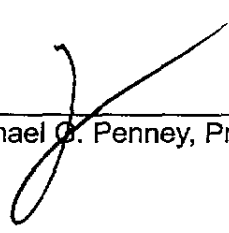
The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

[Remainder of Page Intentionally Left Blank; Signature Follows]

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of the 22nd day of October, 2004.

MICHAEL G. PENNEY INSURANCE, INC., a
Florida corporation

By:


Michael G. Penney, President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

MICHAEL G. PENNEY INSURANCE, INC.

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Jack K. McMullen