

P02000116458

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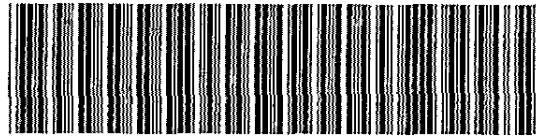
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05 JAN 13 PM 1:38  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 3, 2005

KANTOR, SEWELL & OPPENHEIMER, P.A.  
7705 DAVIE ROAD EXTENSION  
HOLLYWOOD, FL 33024

SUBJECT: KANTOR, GEISLER & OPPENHEIMER, PA  
Ref. Number: P02000116458

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis  
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*OK I am re submitting this with  
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*Stu Kantor*

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05 JAN 13 AM 11:54  
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KANTOR, GEISLER & OPPENHEIMER, PA**

FILED  
05 JAN 13 PM 1:31  
CLERK OF DISTRICT COURT  
JAN 13 2005

Pursuant to Action of the Majority Shareholders of Kantor, Geisler & Oppenheimer, PA, a Florida corporation (the "Corporation"), dated December 16, 2004, the Corporation hereby amends and restates its Articles of Incorporation in accordance with Chapter 607, Florida Statutes, as follows:

**ARTICLE I – CORPORATE NAME**

The name of the Corporation is **Kantor, Geisler & Oppenheimer, PA**

**ARTICLE II – DURATION**

The Corporation shall exist perpetually unless dissolved according to Florida Law.

**ARTICLE III – PURPOSE**

The Corporation is organized for the purpose of engaging in the professional practice of accounting, business planning and consulting, tax planning and preparation of tax returns, auditing business financial records, and any other activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV – CAPITAL STOCK**

The Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

**ARTICLE V – REGISTERED OFFICE**

The Registered Office of the Corporation is:

7705 Davie Road Extension  
Hollywood, Florida 33024

The principal office and the Registered Office are the same.

**ARTICLE VI – REGISTERED AGENT**

The name and street address of the Registered Agent of the Corporation are:

Steven M. Kantor, CPA  
7705 Davie Road Extension  
Hollywood, Florida 33024

**ARTICLE VII – BOARD OF DIRECTORS**

The Corporation shall have two (2) Directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the current Directors of the Corporation are as follows:

Steven M. Kantor, CPA  
7705 Davie Road Extension  
Hollywood, Florida 33024

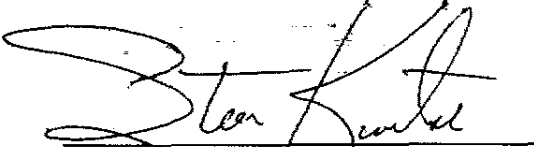
Ross Oppenheimer, CPA  
7705 Davie Road Extension  
Hollywood, Florida 33024

ARTICLE VIII – INCORPORATOR

The name and address of the original Incorporator of the Corporation are:

Steven M. Kantor, CPA  
7705 Davie Road Extension  
Hollywood, Florida 33024

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation on behalf of the majority Shareholders of the Corporation as of December 16, 2004.

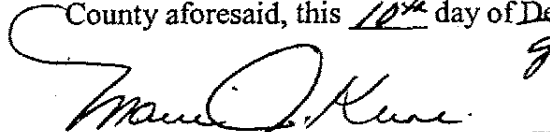
  
Steven M. Kantor, President

Date: 1-10-05

STATE OF FLORIDA  
COUNTY OF BROWARD

Before me, the undersigned Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Steven M. Kantor who is personally known to me and known to be the person who executed the foregoing Amended and Restated Articles of Incorporation, and who acknowledged before me that he executed same upon the direction of the majority Shareholders of Kantor, Geisler & Oppenheimer, PA.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 10<sup>th</sup> day of December, 2004.

  
Notary Public

SEAL:



Marie A. Kline  
MY COMMISSION # DD000236 EXPIRES  
February 9, 2005  
BONDED THRU TROY FARM INSURANCE, INC.