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(City/State/Zip/Phone #)

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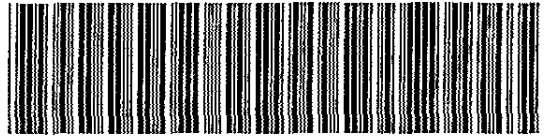
(Business Entity Name)

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# LEGAL & COMPLIANCE, LLC

*LAURA ANTHONY, ESQUIRE*

*STUART REED, ESQUIRE,  
OF COUNSEL*

October 3, 2003

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

Re: Jurifund Corporation

Sir/Madame:

Enclosed please find the original and one copy of the Certification of Restated Articles of Incorporation and Restated Articles of Incorporation for the above referenced corporation. Also enclosed please find this firm's check in the amount of Thirty-Five Dollars (\$35.00) for filing of the restated articles.

Sincerely yours,

A handwritten signature in black ink, appearing to read "L. Anthony", written over the typed name.


Laura E. Anthony

**Jurifund Corporation**

**Certification of Restated Articles of Incorporation**

The following Restated Articles of Incorporation of Jurifund Corporation were adopted by the sole incorporator on September 30, 2003 pursuant to FS 607.1005 because, at that time, there were no directors or shareholders nor any other incorporators.

These Restated Articles of Incorporation do include one or more amendments that ordinarily require shareholder approval but there were no shareholders yet at the time the incorporator adopted the amendments in these Restated Articles of Incorporation and in such event the incorporator is authorized under FS 607.1005 to adopt such amendments without shareholder approval.

  
\_\_\_\_\_  
Robert Gibson, Incorporator

9/30/03  
date

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TALLAHASSEE, FL 32304

# **RESTATED ARTICLES OF INCORPORATION OF**

## **JURIFUND CORPORATION**

The undersigned sole Incorporator hereby adopts these Restated Articles of Incorporation.

### **ARTICLE 1 - NAME**

The name of this Corporation is Jurifund Corporation, (hereinafter, "Corporation").

### **ARTICLE 2 - PURPOSE**

The purpose of the Corporation is to carry out any and all activities deemed by the Corporation to be potentially profitable or otherwise desirable.

### **ARTICLE 3 - ADDRESS**

The official address of the Corporation shall be the address of its current registered office or as may otherwise be determined by the board of directors.

### **ARTICLE 4 - CAPITAL STOCK**

The authorized capital of this corporation and the maximum number of shares that this corporation is authorized to have outstanding at any one time is one hundred million (100,000,000) shares of common stock having no par value and ten million (10,000,000) shares of preferred stock having no par value. The preferred stock shall have the rights and limitations prescribed by the Board of Directors. The Board of Directors shall have the right and authority to amend this Article 6 and establish different classes of stock and rights and limitations of each such class without the necessity of shareholder approval.

Stockholders do not and shall not have any preemptive rights; except as may be expressly created by the Board of Directors or otherwise provided for in the By-Laws of the Corporation.

The Board of Directors of the Corporation may authorize the issuance 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 Directors may deem beneficial to the Corporation, subject to any limitations imposed by the By-Laws of the Corporation.

The Stockholders 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 regarding dividends, qualifications, or term or conditions of redemption of the stock.

### **ARTICLE 5 - REGISTERED OWNERS**

The Corporation is 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.

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

## **ARTICLE 6 - LIMITATION ON STOCKHOLDER ACTIONS**

No stockholder may assert a derivative cause of action on behalf of the Corporation, rather, any claims that would give rise to derivative causes of action shall be submitted in writing, specifying the nature of the cause of action and providing all evidence associated with such claim, to a special committee of the Board of Directors comprised of members who do not also serve as officers of the Corporation and are not reasonably involved with the subject cause of action, or if no such directors are serving, to legal counsel designated by the Corporation in which no attorney holds shares of the Corporation's securities, holds any office or position with the Corporation or is related by marriage or through siblings, parents or children to any officer or director of the Corporation, and the decision to litigate, or not to litigate by such special committee or special counsel shall be binding on the Corporation and the submitting stockholder or stockholders; unless the foregoing procedure has not been followed within 90 days after completion of the submission by the subject stockholder.

## **ARTICLE 7 - AFFILIATED TRANSACTIONS**

This Corporation shall not be subject to the restrictions or requirements for affiliated transactions imposed by Sections 607.0901, Florida Statutes, as permitted by the waiver provisions of Section 607.0901(5)(c) thereof.

## **ARTICLE 8 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon filing with the Secretary of State of the State of Florida.

## **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 10 - POWERS**

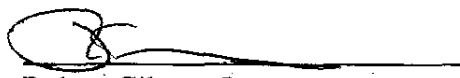
The Corporation shall have the same powers as an individual natural person to do all things necessary or convenient to carry out its business and affairs, subject to any limitations imposed by these Articles of Incorporation or the By-Laws of the Corporation.

## **ARTICLE 11 - BY-LAWS**

The Board of Directors of this corporation shall have the power to adopt, amend or repeal the By-Laws of the Corporation. The Shareholders of the majority of shares of stock of this corporation shall also have the power to adopt, amend or repeal the By-Laws of the Corporation. The number, term of office, procedure for election, procedure for removal and duties of the Directors and Officers of this Corporation shall be prescribed by the By-Laws.

## **ARTICLE 12 - AMENDMENT**

These Articles of Incorporation may be amended by a majority of the shares of stock entitled to vote thereon. All rights granted hereunder to stockholders are subject to subsequent amendments to the Articles of Incorporation.

  
Robert Gibson, Incorporator

9/30/03  
date

### Acceptance of Registered Agent Designation

The undersigned is familiar with FS 607.0505 and hereby accepts the designation as registered agent for

**Jurifund Corporation**

and the designation of the address indicated below as the address of the registered office of said corporation:

Laura Anthony

10-2-03.  
date

330 Clematis St., Suite 217 West Palm Beach FL 33401

Address