

PD3 000028828

(Requestor's Name)

FROM: (PLEASE PRINT)

PHONE: 561 801-3557

Alan T. Kramer, Esq.
2600 S. Ocean Blvd #401N
Palm Beach, FL 33480

(City/State/Zip/Phone #)

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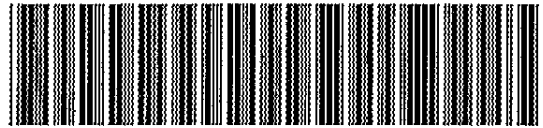
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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[Handwritten signature and scribbles]



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 19, 2003

ALAN T KRAMER, ESQ.
2600 S OCEAN BLVD, SUITE 401N
PALM BEACH, FL 33480

SUBJECT: ALAN T. KRAMER, P.A.
Ref. Number: P03000028828

We have received your document for ALAN T. KRAMER, P.A. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 103A00030075

DIVISION OF CORPORATIONS

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ALAN T. KRAMER, P.A.

Alan T. Kramer, Esq.*

2600 South Ocean Boulevard, Suite 401N
Palm Beach, Florida 33480

*Member: NY, NJ, FL & DC bars

Direct Phone (561) 801-3559

Fax (561) 582-7926

Direct Email: alankramer@bellsouth.net

May 29, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Recording of Amended & Restated Articles of Incorporation

Dear Sir/Madam:

In furtherance of your May 19, 2003 correspondence, a copy of which is enclosed herewith, I have enclosed the enclosed Amended & Restated Articles of Incorporation containing the required revisions for filing. Please forward a certified copy to me in the enclosed self addressed postage prepaid envelope.

Thank you in advance for your anticipated courtesy and attention to this matter. Please call me should you have any questions.

Sincerely,



Alan T. Kramer, Esq.
For the Firm - President

Encl.
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03 JUN -2 AM 10: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
ALAN T. KRAMER, P. A.**

The undersigned subscriber to these Amended & Restated Articles of Incorporation, being an attorney duly licensed to render legal services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

1. **Name.** The name of the corporation is **ALAN T. KRAMER, P. A.** (the "Corporation").

2. **Nature of Business.** The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same legal services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render, provided such legal services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render legal services.

(b) To the extent permitted under the Professional Service Corporation Act and under the laws of other states, to engage in every phase and aspect of the business of rendering the same legal services to the public that an attorney duly licensed under the laws of such other states is authorized to render, provided such legal services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of such other states to render legal services.

(c) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of professional legal services.

(d) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful activity necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. **Capital Stock.** The Corporation is authorized to issue 1,000 shares of common stock having a par value of \$.01 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to render legal services in the State of Florida.

4. **Duration.** The Corporation shall have perpetual existence.

5. **Address.** The principal place of business and mailing address of the Corporation shall be:

4541 Kensington Park Way
Lake Worth, Florida 33467

6. **Registered Office and Agent.** The amended registered agent and street address of the registered office of the corporation shall be:

W. Irving Kramer
4541 Kensington Park Way
Lake Worth, Florida 33467

7. **Incorporator.** The name and street address of the person signing these Amended Articles of Incorporation, who is an attorney licensed under the laws of the State of Florida to render services as such is:

Alan T. Kramer
4541 Kensington Park Way
Lake Worth, Florida 33467

8. **Voting Trusts.** No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

9. **Restraint on Alienation of Shares.** If any shareholder shall become legally disqualified to practice law in the State of Florida, or accepts employment that places restrictions or limitations upon his or her continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase in accordance with the then current form of Shareholder's Agreement entered into by the shareholders.

10. **Corporate Powers.** This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except to the extent that any provision of such act is in conflict with the Florida Professional Service Corporation Act, in which case such Florida Professional Service Corporation Act shall prevail.

11. **Amendment.** This Corporation reserves the right to amend or repeal any provisions contained in the initial Articles of Incorporations, these Amended & Restate Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

12. **By-laws.** By-laws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any By-law adopted by the shareholders if the shareholders specifically provide such By-law is not subject to amendment or repeal by the directors.

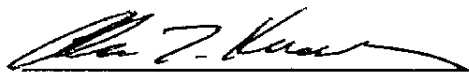
13. **Indemnification.** This Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, except to the extent that any provision of such act is in conflict with the Florida Professional Service Corporation Act, in which case such Florida Professional Services Corporation Act shall prevail, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

ADOPTION

These Amended and Restated Articles of Incorporation have been adopted by the Board of Directors, and does not contain an amendment to the initial Articles of Incorporation requiring shareholder approval.

Executed at Palm Beach, Florida this 6th day of May, 2003.

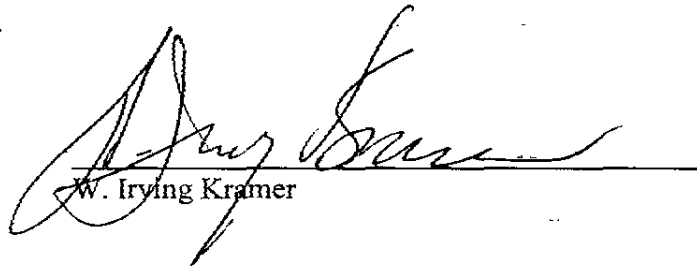
Director:


Alan T. Kramer

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ALAN T. KRAMER, P. A., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 6^h day of May, 2003.


W. Irving Kramer