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BASIC AMENDMENT

ROLAND SANCHEZ-MEDINA JR., P.A.

Certificate of Status	0
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Amended & Restated
Art. ~~#~~ Name Change
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROLAND SANCHEZ-MEDINA JR., P.A.
A Florida Professional Service Corporation

Pursuant to the provisions of Chapter 621 Florida Statutes and Sections 607.0202, 607.1001, 607.1006 and 607.1007 of the Florida Business Corporation Act, Roland Sanchez-Medina Jr., P.A. (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is: Roland Sanchez-Medina Jr. & Associates, P.A.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The street address of the principal place of business and the mailing address of the Corporation is The Colonnade, Suite 302, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134. The Board of Directors of the Corporation may, from time to time, change the address of the Corporation.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND DURATION

This Corporation, through its officers, employees and agents, shall be authorized to engage in every aspect and phase of the practice of law in the State of Florida; to engage in any activities which will facilitate and promote the practice of law through its officers, employees and agents; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments and to purchase and own real and personal property necessary for the rendering of professional services within the practice of law. The Corporation shall exist perpetually.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock that the Corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of $.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the Corporation's securities and are entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the registered agent of this Corporation is Roland Sanchez-Medina Jr. The street address of the Corporation's registered office in the State of Florida is The Colonnade – Suite 302, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

ARTICLE VI
OFFICERS AND DIRECTORS

The Corporation shall have no less than one (1) Director at any time. The number of Directors may be altered from time to time in accordance with Bylaws adopted by the Stockholders. The officers and directors of the Corporation, each having the term of office, duties and responsibilities as provided in the Bylaws of the Corporation, are as follows:

Name	Title
Roland Sanchez-Medina Jr.	President, Secretary & Director

ARTICLE VII
BYLAWS

The Bylaws of the Corporation may be adopted, amended or rescinded from time to time, in whole or in part, by the Board of Directors and the shareholders.

ARTICLE VIII
INCORPORATION OF PROVISIONS OF PROFESSIONAL SERVICE CORPORATION ACT

This Corporation is intended to be a Professional Corporation within the meaning of the Florida Professional Service Corporation and Limited Liability Company Act, and accordingly, the Corporation, its Officers, Directors and Stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its Officers, Directors and Stockholders, as stated in Chapter 621, Florida Statutes.

ARTICLE IX
LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation or law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article IX shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE X
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation amend and restate the provisions of the Corporation's Articles of Incorporation pursuant to Sections 607.0202, 607.1001, 607.1006 and 607.1007, of the Florida Business Corporation Act. Pursuant to such provisions, a resolution to amend and restate the Articles of Incorporation was adopted by written consent of the Sole Director and Sole Shareholder of the Corporation on June 19, 2003. The number of shareholders voting for the amendment was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 20th day of June 2003.

ROLAND SANCHEZ-MEDINA JR. & ASSOCIATES, P.A.

By: ____________________
Roland Sanchez-Medina, Jr., President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT
OF
ROLAND SANCHEZ-MEDINA JR. & ASSOCIATES, P.A.

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following is submitted in compliance with said Act:

Having been named as registered agent and to accept service of process for the above corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of all statutes relative to the proper and complete performance of said duties, and I am familiar with and accept the obligations of my position of registered agent.

Dated this 20th day of June 2003.

____
Roland Sanchez-Medina Jr.