

Jan-09-2006 02:18 pm

From: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**WEALTH COACH CORPORATION**

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G. Coulliette JAN 09 2006

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WEALTH COACH CORPORATION**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, WEALTH COACH CORPORATION, a Florida corporation (the "Corporation") certifies that:

1. The original Articles of Incorporation of the Corporation were filed on May 15, 2003. The Corporation's document number is P03000054161.
2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is Wealth Coach Corporation (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation is 1000 Corporate Drive, Suite 700, Fort Lauderdale, Florida 33334.

**ARTICLE III  
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of Common Stock shall be entitled to one vote per share. Subject to the rights of any outstanding class or series of capital stock ranking senior to Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefore. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking

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senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

**ARTICLE IV  
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the registered office of the Corporation in the State of Florida is 1000 Corporate Drive, Suite 700, Fort Lauderdale, Florida 33334, and the registered agent of the Corporation at such address is Ronald Weinberg.

These Amended and Restated Articles of Incorporation were adopted by Written Consent of the Board of Directors and by Written Consent of the Shareholder each dated 12-28-05, 2005.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 28 day of December, 2005.

WEALTH COACH CORPORATION

By: 

Ronald Weinberg, President