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(Business Entity Name)

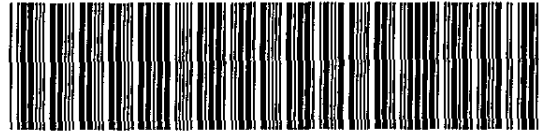
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04 APR 28 PM 4:30  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**MONTELLO & ASSOCIATES, P.A.**

777 BRICKELL AVENUE  
SUITE 1070  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 373-0300  
FAX (305) 373-3739  
WWW.MONTELLOLAW.COM

April 27, 2004

**VIA FEDEX**

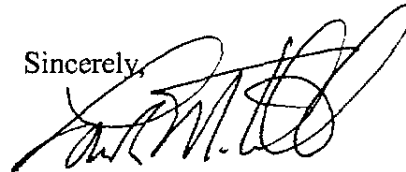
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Montello & Torres, P.A. (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Amended and Restated Articles of Incorporation along with our check for \$35.00 in payment of the filing fee. Please return the filed amended and restated articles of incorporation to us. If you have any questions, please call us.

Sincerely,

A handwritten signature in black ink, appearing to read "Louis R. Montello", written over a horizontal line.

Louis R. Montello

Enclosures

**CERTIFICATE  
OF THE  
PRESIDENT  
OF  
MONTELLO & ASSOCIATES, P.A.**

FILED  
04 APR 28 PM 4:30  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Montello & Associates, P.A., (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation.

(b) The Corporation has issued 100 shares of common stock issued and outstanding and the Corporation's Board of Directors and shareholders adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by written consent on April 27, 2004, pursuant to Section 607.1005 of the Florida Business Corporation Act.

**MONTELLO & ASSOCIATES, P.A.**



By: \_\_\_\_\_

Louis R. Montello,  
President

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MONTELLO & ASSOCIATES, P.A.**

FILED  
04 APR 28 PM 4:30  
TALLAHASSEE, FLORIDA

**Original Articles of Incorporation filed with  
the Florida Department of State on January 2, 2004**

On April 27, 2004, the Board of Directors and shareholders of Montello & Associates, P.A. (the "Corporation") duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act:

**ARTICLE I**

**Name**

The name of the corporation is Montello & Associates, P.A. (hereinafter called the "Corporation").

**ARTICLE II**

**Principal Office**

The address of the principal office and the mailing address of the Corporation is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

**ARTICLE III**

**Capital Stock**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares</u></b> <b><u>Authorized</u></b>	<b><u>Par Value</u></b> <b><u>Per Share</u></b>	<b><u>Class of</u></b> <b><u>Stock</u></b>
100	\$.01	common

**ARTICLE IV**

**Board of Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

## **ARTICLE V**

### **Registered Office**

The street address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, and the name of its initial registered agent at such office is Louis R. Montello.

## **ARTICLE VI**

### **Indemnification**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

## **ARTICLE VII**

### **Purpose**

This Corporation is formed for the sole purpose of rendering legal services.

**IN WITNESS WHEREOF**, the undersigned, has signed these Amended and Restated Articles of Incorporation this 27<sup>th</sup> day of April, 2004.

MONTELLO & ASSOCIATES, P.A.

By: 

Louis R. Montello,  
President