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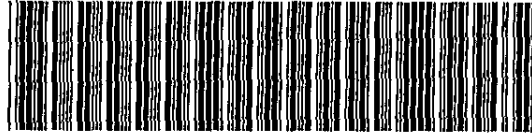
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SECRETARY OF STATE
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MONTELLO & FRIEDMAN, P.A.

**777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131**

**Telephone: (305) 373-0300
Facsimile: (305) 373-3739**

February 28, 2005

VIA FEDEX

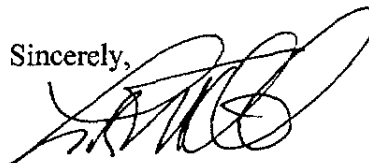
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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 be "LR Montello", written over a horizontal line.

Louis R. Montello

Enclosures

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

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

On February 28, 2005, the Board of Directors and shareholders of Montello & Torres, 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 & Friedman, 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:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
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 28th day of February, 2005.

MONTELLO & TORRES, P.A.

By: 

Louis R. Montello,
President