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Amended & Restated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JUN -6 PM 2:47

FILED

MONTELLO & FRIEDMAN, P.A.

777 BRICKELL AVENUE

SUITE 1070

MIAMI, FLORIDA 33131

Telephone: (305) 373-0300

Facsimile: (305) 373-3739

June 3 2006

VIA FEDEX

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

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

Ladies and Gentlemen:

Enclosed please find two original Amended and Restated Articles of Incorporation for the Company along with our check for \$35.00 in payment of the applicable filing fee. If you have any questions or need any additional information, please contact me.

Sincerely,



Louis R. Montello

Enclosures

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

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TALLAHASSEE, FLORIDA

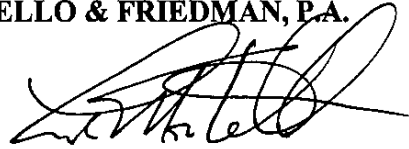
Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Montello & Friedman, 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 sole shareholder adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by written consent on June 1, 2006, pursuant to Section 607.1005 of the Florida Business Corporation Act.

MONTELLO & FRIEDMAN, P.A.

By: _____



Louis R. Montello,
President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

On June 1, 2006, the Board of Directors and shareholders of Montello & Friedman, 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:

<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 3rd day of June, 2006.

MONTELLO & FRIEDMAN, P.A.

By: 

Louis R. Montello,
President