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

**ALLEN KONRAD FUND MANAGEMENT, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALLEN KONRAD FUND MANAGEMENT, INC.**

Pursuant to Section 607.1007 of the Florida Statutes, Allen Konrad Fund Management, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and its sole shareholder on the 20<sup>th</sup> day of March, 2007;
2. The Articles of Incorporation are amended in its entirety to read as follows:

**ARTICLE I**

**NAME**

The name and the principal place of business and mailing address of this Corporation shall be:

**ALLEN KONRAD WEALTH MANAGEMENT, INC.**

6600 N. Andrews Avenue, Suite 130  
Fort Lauderdale, Florida 33309

**ARTICLE II**

**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$.001 per share.

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**ARTICLE IV****TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V****REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation in the State of Florida shall be:

1401 Brickell Avenue, Suite 825  
Miami, Florida 33131

The name of the registered agent of this Corporation at that address shall be:

Robert Coulmas, Esq.

**ARTICLE VI****BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII****DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the member of the Board of Directors who shall hold office until his successors have been duly elected or appointed and have qualified are as follows:

**Name****Street Address**

Robert L. Konrad

6600 N. Andrews Avenue, Suite 130  
Fort Lauderdale, Florida 33309

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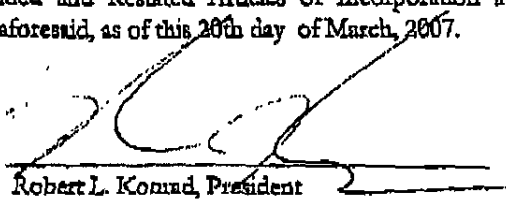
RAFFERTY STOLZENBERG

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IN WITNESS WHEREOF, the undersigned President of Allen Konrad Fund Management, Inc., has made and subscribed these Amended and Restated Articles of Incorporation at Fort Lauderdale, Florida, for the uses and purposes aforesaid, as of this 20th day of March, 2007.



Robert L. Konrad, President

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**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Allen Konrad Fund Management, Inc., having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1401 Brickell Avenue, Suite 825, Miami, Florida 33131, has named Robert Coultas, Esq., located thereat as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
Robert Coultas, Registered Agent

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