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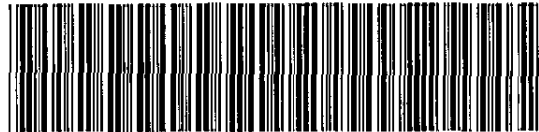
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Amended &  
Restated  
Articles

FILED  
05 NOV -1 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 NOV -1 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/1/05

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November 1, 2005

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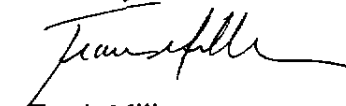
Re: HomeWise Holdings, Inc.

Dear Amendment Section:

Enclosed for filing are HomeWise Holdings, Inc.'s Amended and Restated Articles of Incorporation. The amendments are set forth in the attached documents that have been approved by the company's directors and sole shareholder, respectively.

Please provide one certified copy of these Amended and Restated Articles of Incorporation and one Certificate of Status. The appropriate fee is enclosed. Please call with any questions.

Sincerely,



Travis Miller

TLM:plk

Enclosures

**Amended and Restated Articles of Incorporation**

of

**HomeWise Holdings, Inc.**

FILED  
05 NOV -1 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with the Florida Business Corporation Act, the Board of Directors and shareholder of HomeWise Holdings, Inc., have adopted the following Amended and Restated Articles of Incorporation.

**Article I**

**Name and Address**

The name of the Corporation shall be HomeWise Holdings, Inc. Its principal office shall initially be located at 301 South Bronough Street, Suite 200, Tallahassee, FL 32301. The Corporation may establish and maintain the principal office of the Corporation at such other place within the State of Florida or elsewhere as may be determined by the Board of Directors.

**Article II**

**Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**Article III**

**Authorized Stock**

The authorized capital stock of the Corporation shall consist of One Million (1,000,000) shares of a single class of Common Stock with a par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may from time to time be determined by the Board of Directors.

**Article IV**

**Term of Corporate Existence**

The Corporation shall exist perpetually unless and until dissolved according to law.

**Article V**

**Address of Registered Office and Registered Agent**

The registered office of the Corporation shall be 301 South Bronough Street, Suite 200, Tallahassee, Florida 32301, and the registered agent of the Corporation at such office shall be Travis L. Miller. The Board of Directors may from time to time designate a new registered agent or registered office or both.

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**Article VI**  
**Board of Directors**

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) Director. The size of the Board and the terms of office of its Directors may be altered as provided in the bylaws of the Corporation. The following individuals are designated as Directors of the Corporation until their successors are duly named and qualified:

Jamiel Akhtar  
300 Crescent Court, Suite 700  
Dallas, TX

Dale Hammond  
301 South Bronough Street, Suite 200  
Tallahassee, FL

Todd Hart  
300 Crescent Court, Suite 700  
Dallas, TX

William Rose  
300 Crescent Court, Suite 700  
Dallas, TX

**Article VII**  
**Transactions In Which Directors or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the Committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

**Article VIII**  
**Indemnification of Directors and Officers**

The Corporation may indemnify and may insure its directors and officers to the fullest extent permitted by the Act and other applicable law.

**Article IX**  
**Amendment**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, the Board of Directors of the Corporation directs that these Amended and Restated Articles of Incorporation take effect upon their filing with the Florida Department of State.

**Proposal of the Board of Directors of HomeWise Holdings, Inc.  
for Approval of Amendments to the Company's Articles of Incorporation  
and for Adoption of Amended and Restated Articles of Incorporation**

**Document Number P05000121167**

The directors of HomeWise Holdings, Inc., having considered the affairs of the Corporation as set forth below, having appeared at a meeting for this purpose and having received sufficient notice of such meeting or waiving notice, or having provided written consent to these actions, approve and recommend to the shareholder for approval the following amendments to its Articles of Incorporation:

**Amendments Adopted:**

**Article III- Authorized Stock**

The number of authorized shares is increased from One Thousand (1000) to One Million (1,000,000). The Corporation's capital stock consists of a single class of Common Stock. The proposal will be implemented by amending the Corporation's records to show that additional shares are authorized. As of the date of adoption of this amendment, the Corporation's capital stock is owned by a sole shareholder. This amendment therefore requires no further action for implementation.

**Article VI- Board of Directors**

References to the Corporation's initial directors are deleted and directors of the Corporation are designated.

**Articles of Incorporation Restated:**

The Corporation adopts Amended and Restated Articles of Incorporation in the attached form including the amendments referenced above.

Entered this 31<sup>st</sup> day of October, 2005.

  
\_\_\_\_\_  
Director, HomeWise Holdings, Inc.

**Approval of the Sole Shareholder of HomeWise Holdings, Inc.  
of Amendments to the Company's Articles of Incorporation  
and Adoption of Amended and Restated Articles of Incorporation**

**Document Number P05000121167**

The sole shareholder of HomeWise Holdings, Inc., having considered the recommendation of the board of directors of the Corporation, waives notice and call of a meeting and adopts through this document the following amendments to its Articles of Incorporation:

**Amendments Adopted:**

**Article III- Authorized Stock**

The number of authorized shares is increased from One Thousand (1000) to One Million (1,000,000). The Corporation's capital stock consists of a single class of Common Stock. The proposal will be implemented by amending the Corporation's records to show that additional shares are authorized. As of the date of adoption of this amendment, the Corporation's capital stock is owned by a sole shareholder. This amendment therefore requires no further action for implementation.

**Article VI- Board of Directors**

References to the Corporation's initial directors are deleted and directors of the Corporation are designated.

**Articles of Incorporation Restated:**

The sole shareholder approves the recommendation that the amendments be set forth in Amended and Restated Articles of Incorporation.

Entered this 31<sup>st</sup> day of October, 2005.

  
For HBK Fund, L.P., Shareholder