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BASIC AMENDMENT

CORPORATE ASSET RECOVERY, INC.

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FAX

To:
Fax: 18502050380
From: Margee Ryder
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Date: Tue, 4 Oct 2005 11:58:09 -0400
of Pages: 5

Comments:

Ladies and Gentlemen:

Attached hereto for filing with the Florida Secretary of State are the Amended and Restated Articles of Incorporation of Corporate Asset Recovery, Inc. Thank you.

Margee Ryder

Adorno & Yoss LLP
2525 Ponce de Leon Boulevard
Suite 400
Miami, Florida 33134
(305) 460-1000

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CORPORATE ASSET RECOVERY, INC.**

1. The name of this corporation is Corporate Asset Recovery, Inc., a Florida corporation (the "Corporation"), whose principal office and business mailing address is 200 Congress Park Drive, Suite 210, Delray Beach, Florida 33445.

2. The Articles of Incorporation of Corporate Asset Recovery, Inc., originally filed September 29, 2005, under Document No. P05000133738, are hereby deleted in their entirety and amended and restated to read as follows:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Corporate Asset Recovery, Inc. Its principal office address and business mailing address is 200 Congress Park Drive, Suite 210, Delray Beach, Florida 33445.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2525 Ponce De Leon Boulevard, Suite 400, Miami, Florida 33134, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, Esq., who upon accepting this designation agrees to comply

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with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the Board of Directors are:

<u>Name</u>	<u>Address</u>
Henry N. Adorno	2525 Ponce De Leon Boulevard Suite 400 Coral Gables, Florida 33134
Dilip Barot	200 Congress Park Drive Suite 210 Delray Beach, Florida 33445

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Corporate Asset Recovery, Inc., at the place designated in the Articles of Incorporation, Dennis J. Olle, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: October 4, 2005


By: Dennis J. Olle
Dennis J. Olle, Esq.
Registered Agent

3. The foregoing Amended and Restated Articles of Incorporation were adopted by the Incorporator of the Company, on October 4, 2005, by written consent.

4. As of this date and as of the date of the adoption of these Amended and Restated Articles of Incorporation, none of the Company's 10,000 shares of authorized common stock, par value \$.01 per share, have been issued.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 4th day of October, 2005.

Corporate Asset Recovery, Inc.

By: 
Dennis J. Olle, Esq, Incorporator