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Nash Axman Watkin PLC

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Division of Corporations

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Email Address: frances-esposito@yahoo.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
GARY S. BROOKS & ASSOCIATES, P.A.

Certificate of Status	1
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FLORIDA
DIVISION OF CORPORATIONS

Amended and Restated
Art/M

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OCT 30 2012

T. ROBERTS

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FILED
OCT 30 AM 11:46
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GARY S. BROOKS & ASSOCIATES, P.A.**

The undersigned, pursuant to the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following as the Amended and Restated Articles of Incorporation for the Corporation:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on November 15, 2005, Document No.: P05000151225.

SECOND: These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto, and amend and restate the Articles of Incorporation of the Corporation as hereinafter set forth:

ARTICLE I - NAME

The name of this Corporation is GARY S. BROOKS & ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and business mailing address of the Corporation is 10502 N.E. 4th Avenue, Miami Shores, Florida 33138.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 10502 N.E. 4th Avenue, Miami Shores, Florida 33138, and the registered agent of the Corporation at such office is Frances M. Esposito, who upon accepting this designation agrees to comply with the provisions

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

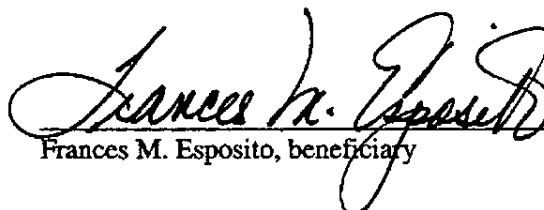
ARTICLE VII - BOARD OF DIRECTORS AND OFFICERS

The Board of Directors consists of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case will the number of directors be less than one. The name of the Corporation's sole Director and Officer is:

<u>Office</u>	<u>Name and Address</u>
Director, President, Secretary and Treasurer:	Frances M. Esposito

These Amended and Restated Articles of Incorporation were adopted by the consent of the successor to the sole shareholder of the Corporation on October 10, 2012, and have been executed on the date set forth below.

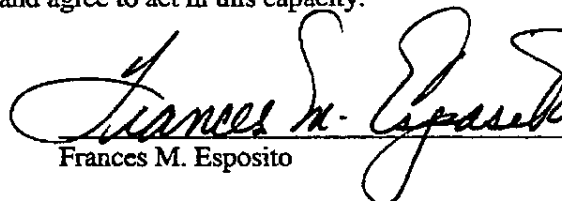
Dated: October 10, 2012


Frances M. Esposito, beneficiary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Gary S. Brooks & Associates, Inc., at the place designated in these Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: October 10, 2012


Frances M. Esposito

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