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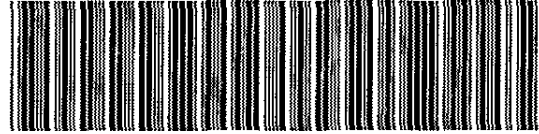
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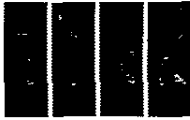
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TALLAHASSEE, FLORIDA

T. Roberts AUG 31 2006



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**BOND, SCHOENECK & KING, P.A.**  
ATTORNEYS AT LAW ■ FLORIDA KANSAS NEW YORK

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JAMES D. DATI  
Direct: 239-659-3845  
Mobile: 239-287-9643  
jdati@bsk.com

August 29, 2006

**VIA OVERNIGHT MAIL**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: *Scullin & Sobelman, Inc.*

Dear Sir/Madam:

Enclosed please find the original Amended and Restated Articles of Incorporation for Scullin & Sobelman, Inc. together with our check in the amount of \$35.00 representing the fee to file the Amended and Restated Articles. Please proceed to file the Articles of Incorporation. Thank you for your assistance in this matter.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

James D. Dati

JDD/sc  
Enclosures

cc: James J. Scullin, CPA

FILED  
06 AUG 30 PM 12: 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SCULLIN & SOBELMAN, INC.

These Amended and Restated Articles of Incorporation are filed pursuant to F.S. 607.1007; F.S. 607.0120; F.S. 621.13; and F.S. 607.1805.

The name of the for profit corporation is SCULLIN & SOBELMAN, INC. (the "Corporation"). The Corporation's original Articles of Incorporation (the "Original Articles") were filed with the Florida Department of State on July 12, 2006 and assigned document number P06000092077. These Amended and Restated Articles of Incorporation ("Amended And Restated Articles") contain amendments and restatements to the Original Articles requiring shareholder approval. The shareholders and board of directors of the Corporation adopted and approved these Amended And Restated Articles on August 28, 2006, and the number of votes cast was sufficient for approval.

Pursuant to F.S. 607.1805, the shareholders and directors of the Corporation state that the Corporation, originally organized for profit under Chapter 607 of the laws of the State of Florida, is engaged solely in carrying out professional accounting services, which are of a type provided by a corporation originally organized under Chapter 621 of the laws of the State of Florida. These Amended and Restated Articles of Incorporation are filed, in part, to change the Corporation's corporate nature to that of a professional service corporation, and in so doing comply with Chapter 621 of the laws of the State of Florida.

These Amended And Restated Articles shall become effective upon filing with the Florida Department of State. Upon filing, the Original Articles shall be superseded and these Amended And Restated Articles shall be the articles of incorporation of the Corporation.

The Corporation hereby amends and restates its Original Articles as follows:

**ARTICLE I. NAME**

✓ The name of this Corporation shall be SCULLIN & SOBELMAN, P.A..

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation is 5064 Jarvis Lane, Naples Florida 34119. The mailing address of the Corporation is 5064 Jarvis Lane, Naples Florida 34119.

### **ARTICLE III. PURPOSE**

The purposes for which this Corporation is organized are the following:

1. To render professional accounting services.
2. To do such other things as are incidental to rendering professional accounting services, or necessary or desirable in order to accomplish such purposes.

### **ARTICLE IV. REGISTERED OFFICE AND AGENT**

The registered office of the Corporation is 5064 Jarvis Lane, Naples Florida 34119. The name of the registered agent at that office is JAMES J. SCULLIN.

### **ARTICLE V. DIRECTORS**

The business of the Corporation shall be conducted by a Board of Directors of two members. The method of election of Directors is stated in the Amended and Restated By-laws of the Corporation.

### **ARTICLE VI. PERPETUAL EXISTENCE**

The Corporation shall have perpetual existence.

### **ARTICLE VII. AUTHORIZED SHARES**

The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of voting common stock. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

### **ARTICLE VIII. LIMITATION ON ISSUANCE AND TRANSFER OF OWNERSHIP**

No shares of the Corporation shall be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional accounting services. No shareholder may sell or transfer his or her shares in the Corporation, except to another professional corporation, professional limited liability company, or individual who is eligible to be a shareholder pursuant to Chapter 621 of the laws of the State of Florida.

### **ARTICLE IX. AMENDMENT**

These Amended and Restated Articles may be amended or restated by the affirmative vote or consent of all shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Amended And Restated Articles on this 28 day of August, 2006.

SCULLIN & SOBELMAN, P.A. f/k/a  
SCULLIN & SOBELMAN, INC.

By: James J. Scullin  
James J. Scullin, President and Director

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SCULLIN & SOBELMAN, P.A., which is contained in the foregoing Amended and Restated Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

*28<sup>th</sup> day of August 2006.*  
Dated as of the ~~18th~~ day of ~~May~~, 2004.

James J. Scullin  
James J. Scullin  
Registered Agent