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JANICE W. LAKE AND ASSOCIATES, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JANICE W. LAKE AND ASSOCIATES, INC.**

These Amended and Restated Articles of Incorporation are duly executed and being filed in accordance with Sections 607.1001 and 607.1003, Florida Statutes.

FILED
13 JUL 25 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECITALS

In accordance with Sections 607.0202, Florida Statutes, the original Articles of Incorporation of Janice W. Lake and Associates Inc. (the "Corporation") were submitted to, and filed with, the Florida Department of State on January 26, 2010, pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act").

By adopting the following Amended and Restated Articles of Incorporation in accordance with Sections 607.1001, Florida Statutes, the Corporation is integrating into a single instrument all provisions of its articles of incorporation, as heretofore amended and now in effect, and, at the same time, is further amending its articles of incorporation, as heretofore amended and now in effect:

ARTICLE I - NAME

In accordance with Sections 607.0202(1)(a) and 607.0401, Florida Statutes, the name of the Corporation is changed to **LAKE BROWN WILLIAMS CPA'S AND CONSULTANTS, INC.**

ARTICLE II - ADDRESS

In accordance with Section 607.0202(1)(b), Florida Statutes, the mailing address and street address of the principal office of the Corporation is 71 South Dixie Highway, #9, St. Augustine, Florida 32084.

ARTICLE III - CAPITAL STOCK

In accordance with Section 607.0202(1)(c), Florida Statutes, the maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - PREEMPTIVE RIGHTS

In accordance with Sections 607.0202(1)(d) and 607.0630, Florida Statutes, the corporation elects to have preemptive rights.

Each shareholder of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable

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opportunity to exercise that right, to acquire proportional amounts of the Corporation's authorized but unissued shares and treasury shares upon the decision of the board of directors to issue them.

A shareholder may waive his or her preemptive right. A waiver evidenced by a signed writing is irrevocable even though it is not supported by consideration.

ARTICLE V – NUMBER OF OF DIRECTORS

As allowed by Section 607.0803, Florida Statutes, the number of members of the board of directors of the Corporation shall be four (4), and this number may be increased or decreased, from time to time, without further amending the articles of incorporation of the Corporation, by the action of the holders of a simple majority of the outstanding shares of the stock of the Corporation.

ARTICLE VI – APPOINTMENT OF DIRECTORS

As allowed by Section 607.0202(2)(a), Florida Statutes, the name and address of the directors are:

JANICE A. BROWN
71 SOUTH DIXIE HIGHWAY, #9
ST. AUGUSTINE, FLORIDA 32084

SANDY G. WILLIAMS
71 SOUTH DIXIE HIGHWAY, #9
ST. AUGUSTINE, FLORIDA 32084

LAUREN M. LAKE
71 SOUTH DIXIE HIGHWAY, #9
ST. AUGUSTINE, FLORIDA 32084

CARLY E. WILLIAMS
71 SOUTH DIXIE HIGHWAY, #9
ST. AUGUSTINE, FLORIDA 32084

ARTICLE VII – SHAREHOLDER ACTION WITHOUT A MEETING

As allowed by Section 607.0704(1), Florida Statutes, the shareholders of the Corporation may take action without a meeting, without prior notice, and without a vote if the action is taken by shareholders who possess not less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon are present and voted.

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ARTICLE VIII - DIRECTOR ACTION WITHOUT A MEETING

As allowed by Section 607.0821(1), Florida Statutes, the board of directors of the Corporation may take unanimous action without a meeting, without prior notice, and without a vote if such action is evidenced by one or more written consents describing the action taken and signed by all directors.

ARTICLE IX - REGISTERED OFFICE AND AGENT

In accordance with Section 607.0202(1)(c), Florida Statutes, the name and Florida street address of the registered agent is:

JANICE A. BROWN
71 SOUTH DIXIE HIGHWAY, #9
ST. AUGUSTINE, FLORIDA 32084

In accordance with Section 607.0501(3), Florida Statutes, the above named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: July 25, 2013

Registered Agent Signature: Janice A. Brown

IN WITNESS WHEREOF, and in accordance with Section 607.1007(5), Florida Statutes, these Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

In accordance with Sections 607.1001 and 607.1003, Florida Statutes, the undersigned shareholder and director of the Corporation has executed these Amended and Restated Articles of Incorporation this 25th day of July, 2013.

Janice A. Brown
JANICE A. BROWN