

P93000002690
Whitelock, Rodriguez & Williams, P.A.

Attorneys at Law

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July 28, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: Amendment Section

000002253830--0
-07/31/97--01064--001
*****43.75 *****43.75

Re: Restated and Amended Articles of Incorporation
Whitelock, Rodriguez & Williams, P.A.

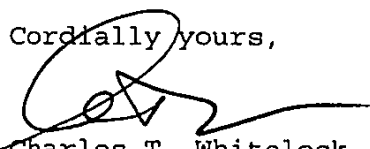
Dear Sir:

Enclosed is an original and one (1) copy of the Restated and Amended Articles of Incorporation of the above-referenced corporation. A check in the amount of \$43.75 is enclosed (\$35.00 for the filing fee and \$8.75 for a Certificate of Status).

Please return a true copy of the amended articles and a certificate of name change in the envelope provided (addressed to my Rio Vista Blvd. address).

Thank you for your attention to this matter.

Cordially yours,


Charles T. Whitelock

CTW:ark

Enclosures

VS AUG 18 1997

Amend. & Restated Art. & N/C

FILED
97 AUG 14 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

CHARLES T. WHITELOCK
ONE EAST BROWARD BLVD., STE. 601
FORT LAUDERDALE, FL 33301

SUBJECT: WHITELOCK, RODRIGUEZ & WILLIAMS, P.A.
Ref. Number: P93000002690

We have received your document for WHITELOCK, RODRIGUEZ & WILLIAMS, P.A. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 697A00040380

*Rec'd 8/14
DOS*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

CHARLES T. WHITELOCK
ONE EAST BROWARD BLVD., STE. 601
FORT LAUDERDALE, FL 33301

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RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF

WHITELOCK, RODRIGUEZ & WILLIAMS, P.A.

FILED
97 AUG 14 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of § 607.1007 and § 706.1003 Florida Statutes, the undersigned corporation, WHITELOCK, RODRIGUEZ & WILLIAMS, P.A., pursuant to a resolution unanimously approved by both the voting and non-voting shareholders, hereby adopt the following Restated and Amended Articles of Incorporation on July 28, 1997.

The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract and attorneys at law duly licensed to render services as such under the laws of the State of Florida, hereby form a Professional Corporation for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

WHITELOCK & WILLIAMS, P.A.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every aspect and phase of the practice of rendering the same professional services to the public that lawyers, duly licensed under the laws of the State of Florida, are authorized to render; provided, however, that such professional

services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice law in this State.

B. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or an amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

C. To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III

CAPITAL STOCK

The authorized Capital Stock of this Corporation shall consist of one hundred shares (100) of One (\$1.00) dollar par value per share Class A Common Voting Stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial

Registered Office of this Corporation in the State of Florida shall be:

Charles T. Whitelock, Esquire
Barnett Bank Building
Suite 601
One East Broward Blvd.
Fort Lauderdale, Florida 33301

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of this corporation shall be:

Barnett Bank Building
Suite 601
One East Broward Blvd.
Fort Lauderdale, Florida 33301

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have two (2) Directors.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the Directors of this corporation are:

Charles T. Whitelock, Esquire
Barnett Bank Building, Suite 601
One East Broward Blvd.
Fort Lauderdale, Florida 33301

Elijah H. Williams, Esquire
Barnett Bank Building, Suite 601
One East Broward Blvd.
Fort Lauderdale, Florida 33301

Each Director shall serve until their respective successors are elected or appointed and have qualified.

ARTICLE IX

INCORPORATOR

The name of the person signing these Articles of Incorporation as the incorporator and his street address is:

Charles T. Whitelock, Esquire
Barnett Bank Building, Suite 601
One East Broward Blvd.
Fort Lauderdale, Florida 33301

ARTICLE X

CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of such other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XI

AMENDMENT

These Restated and Amended Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by at least seventy-five (75%) percent of the stock entitled to vote thereon, unless all of the directors and all of the shareholders sign a

written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

SHAREHOLDERS' AGREEMENT

As among the shareholders, in the event of a conflict between the terms of any shareholders' agreement entered into by all of the shareholders and these Articles of Incorporation or Bylaws, the terms of the shareholders' agreement shall take precedence and control over the Articles of Incorporation and Bylaws.

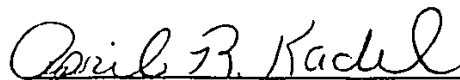
IN WITNESS WHEREOF, the undersigned, as the incorporators, have executed the foregoing Restated and Amended Articles of Incorporation on August 12th, 1997.


CHARLES T. WHITELOCK

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Restated and Amended Articles of Incorporation were hereby acknowledged before me by Charles T. Whitelock, who is personally known to me and who did not take an oath, this 12th day of August, 1997.


Notary Public
State of Florida

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections:

FIRST: That Whitelock & Williams, P.A., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at One East Broward Blvd., Suite 601, Fort Lauderdale, Florida 33301, has named CHARLES T. WHITELOCK as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, CHARLES T. WHITELOCK hereby agrees to act in this capacity, and agrees to comply with the provision of all statutes relative to the proper and complete performance of his duties.



CHARLES T. WHITELOCK
One East Broward Blvd.
Suite 601
Fort Lauderdale, FL 33301