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KEVIN I. DOWNEY

ATTORNEY AT LAW

2631-B N.W. 41ST STREET
GAINESVILLE, FLORIDA 32606

(352) 373-4554

June 30, 1997

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32304

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-07/09/97--01060--026
*****87.50 *****87.50

Re: Filing Restated and Amended Articles of Incorporation for
Falcon Financial Management, Inc.

Gentlemen:

Enclosed are original and one copy of the Restated and Amended Articles of Incorporation for Falcon Financial Management, Inc., changing the number of shares authorized to be issued. In addition, a check in the sum of \$87.50 is enclosed which represents the appropriate filing fee. These restated articles were approved by unanimous vote of all the shareholders and directors of the corporation.

Please file the enclosed Restated and Amended Articles of Incorporation, and return a certified copy to my office at the above address. Your prompt attention to this matter is appreciated.

Thank you.

Sincerely,



Kevin I. Downey

Enclosures: (2)

xc: Jeff Davis

RECEIVED
97 JUL -1 AM 8:29
DIVISION OF CORPORATIONS
FILED
97 JUL -1 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 7/8

Restated & Amended.

Restated And Amended
Articles Of Incorporation
Of

Falcon Financial Management, Inc.

97 FILED
JUL -1 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1007 and 607.1005 of the Florida Statutes, the undersigned Corporation adopts the following Restated and Amended Articles of Incorporation of Falcon Financial Management, Inc., originally incorporated on January 27, 1994.

ARTICLE I - Name

The name of the corporation is: **Falcon Financial Management, Inc.**

AMENDED ARTICLE II - Principal Office and Mailing Address

The street address and mailing address of the principal office is: 2631 N.W. 41st Street, Suite B, Gainesville, Florida 32606.

AMENDED ARTICLE III - Shares

The corporation is authorized to issue One Thousand (1,000) shares. The par value is One Dollar (\$1.00) per share. Each share of stock shall be entitled to one (1) vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

ARTICLE IV - Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

AMENDED ARTICLE V - Registered Agent and Office

The name and street address of the registered agent and office are:

John A. "Jeff" Davis, Jr.
2631 N.W. 41st Street, Suite B
Gainesville, Florida 32606

These Restated and Amended Articles of Incorporation primarily restate the provisions of the Corporation's Articles of Incorporation as previously adopted and filed, and also integrate certain amendments, specifically designated as "Amended," which were adopted pursuant to the Florida Statutes. There is no discrepancy between the Corporation's Articles of Incorporation as previously adopted and the provisions of these Restated and Amended Articles of Incorporation other than the inclusion of amendments adopted pursuant to the Florida Statutes. These Restated and Amended Articles of Incorporation were adopted by unanimous vote of all Shareholders, which vote was sufficient for approval, effective July 1, 1997.

In Witness Whereof, the undersigned has executed these Restated and Amended Articles of Incorporation on June 30, 1997.

Falcon Financial Management, Inc.

By: _____

John A. "Jeff" Davis, Jr.,
President/Director

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

John A. "Jeff" Davis, Jr.,
Registered Agent