

P94000011946

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To:

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From:

Account Name : FOWLER WHITE BOGGS BANKER P.A. (NAPLES OFFICE)
Account Number : 120050000089
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Fax Number : (239) 598-3499

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COR AMND/RESTATE/CORRECT OR O/D RESIGN**FOUNDING PARTNERS CAPITAL MANAGEMENT COMPANY**

Certificate of Status	0
Certified Copy	1
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Amended/Restated/cc

@ 1/22/07

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FOUNDING PARTNERS CAPITAL MANAGEMENT COMPANY

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned, being the sole director of **FOUNDING PARTNERS CAPITAL MANAGEMENT COMPANY**, a Florida corporation (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on February 9, 1994, and amended on May 11, 1994, and assigned charter number P94000011946, hereby adopt the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **FOUNDING PARTNERS CAPITAL MANAGEMENT COMPANY**.
2. The street address of the principal office, which is also the mailing address, of the Corporation is:

5100 Tamiami Trail N.
Suite 119
Naples, Florida 34103

3. The aggregate number of shares that the Corporation is authorized to issue is as follows:
 - a. Ten Thousand (10,000) shares of common stock, and the par value of such shares shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure;
 - b. Of the Ten Thousand shares of common stock authorized, One Thousand (1,000) shares shall be voting common stock (the "Voting Common Stock"); and
 - c. Of the Ten Thousand shares of common stock authorized, the remaining Nine Thousand (9,000) shares shall be non-voting common stock (the "Non-Voting Common Stock"). The Non-Voting Common Stock shall have and enjoy the same rights, preferences and privileges as the Voting Common Stock, and shall, for all purposes, be and act as a single class of shares, except that the shares of the Non-Voting Common Stock shall not be entitled to vote on any matter, unless otherwise required by law. Each holder of the shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held by such holder. Each holder of shares of Non-Voting Common Stock shall not be entitled to vote on any matter by virtue of the holder holding such shares of Non-Voting Common Stock, unless otherwise required by law.

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4. The name and the street address of the registered office of the Corporation is:

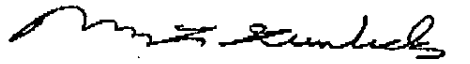
Fowler White Boggs Banker, P.A.
5811 Pelican Bay Blvd., Suite 600
Naples, Florida 34108

5. The name and address of the person who is to serve as director of the Corporation from the date of these Amended and Restated Articles of Incorporation, or until the next annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

William L. Gunlicks
5100 Tamiami Trail N.
Suite 119
Naples, Florida 34103

These Amended and Restated Articles of Incorporation were unanimously approved on January 17, 2007 by the sole director and sole shareholder of the Corporation; accordingly, the votes cast by the sole shareholder for these Amended and Restated Articles of Incorporation were sufficient for approval.

Dated as of this 17th day of January, 2007.


William L. Gunlicks, Director

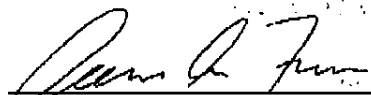
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**FOUNDING PARTNERS CAPITAL MANAGEMENT COMPANY
ACCEPTANCE OF REGISTERED AGENT**

FOWLER WHITE BOGGS BANKER P.A., located at 5811 Pelican Bay Blvd., Suite 600, Naples, FL 34108, being named in the Articles of Amendment to the Articles of Incorporation of FOUNDING PARTNERS CAPITAL MANAGEMENT COMPANY, as the registered agent of the corporation, hereby consents to accept service of process for the corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By its authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By its authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

FOWLER WHITE BOGGS BANKER P.A.,
Registered Agent



By: Aaron A. Farmer

Date: January 17, 2007

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