

P94000091172

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P94000091172

Douglas Allen Financial  
Group, Inc.

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

C. COULLETTE JUN 21 1999

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: LS 6/21/99 9:28  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 21, 1999

CAPITAL CONENCTION, INC.

TALLAHASSEE, FL

SUBJECT: DOUGLAS ALLEN FINANCIAL GROUP, INC.  
Ref. Number: P94000091172

We have received your document for DOUGLAS ALLEN FINANCIAL GROUP, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 399A00032925

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Corrected

**RESTATED AND AMENDED ARTICLES OF INCORPORATION**

**OF**

**DOUGLAS ALLEN FINANCIAL GROUP, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a majority vote of its shareholders, hereby adopts the following Restated and Amended Articles of Incorporation which supersede, modify and amend the original Articles of Incorporation as filed on December 15, 1994, effective on December 12, 1994, with the Florida Secretary of State:

**ARTICLE I**

The name of the Corporation shall be DOUGLAS ALLEN FINANCIAL GROUP, INC.

**ARTICLE II**

The street address of the initial principal office of the corporation shall be:

1180 Spring Center South Boulevard  
Suite 116  
Altamonte Springs, Florida 32714

**ARTICLE III**

The purpose for which this Corporation is organized is to engage in and transact any and all lawful business or activity for which corporations may be permitted to conduct under the laws of the United States of America and of this State.

**ARTICLE IV**

The maximum number of shares of common stock which may be issued by this Corporation is Ten Million (10,000,000) shares of common

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stock, \$.01 par value per share. Each holder of common stock shall be entitled to cast one (1) vote for each share of common stock owned on all matters submitted to shareholders for a vote. On all matters submitted to the shareholders for a vote including the election of directors, a plurality of the votes cast by the shares entitled to vote in an election at a meeting for which a quorum is present shall be required for approval of such matters. A quorum shall be established in the By-Laws by the Board of Directors.

#### ARTICLE V

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

#### ARTICLE VI

The initial registered agent of this Corporation shall be:

Stephen D. Pizzuti

The registered office of this Corporation shall be located

at:

1180 Spring Center South Boulevard  
Suite 116  
Altamonte Springs, Florida 32714

#### ARTICLE VII

The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one (1) member. The Board of Directors shall be elected by the shareholders.

#### ARTICLE VIII

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE IX

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this Corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation with any other person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or officer of the Corporation is a party or are parties to, or are interested in such contract, act or association or corporation.

ARTICLE X

The name and street address of the Incorporator is:

Stephen D. Pizzuti

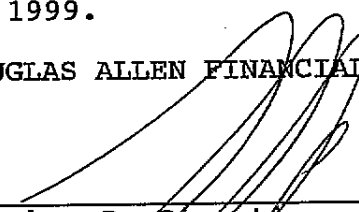
1180 Spring Center South Boulevard  
Suite 116  
Altamonte Springs, Florida 32714

The foregoing restated articles of incorporation restate and integrate and amend in accordance with Section 607.1006, Fla. Stat., the provisions of the corporation's articles of incorporation as theretofore amended. The amendments contained herein were approved by

a majority vote of the shareholders at a special meeting held for such purposes on June 15, 1999.

Dated this 15 of June, 1999.

DOUGLAS ALLEN FINANCIAL GROUP, INC.

By   
Stephen D. Pizzuti  
Incorporator  
Chairman of the Board of Directors

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

In compliance with the laws of the State of Florida, the following is submitted:

First, that:

DOUGLAS ALLEN FINANCIAL GROUP, INC.

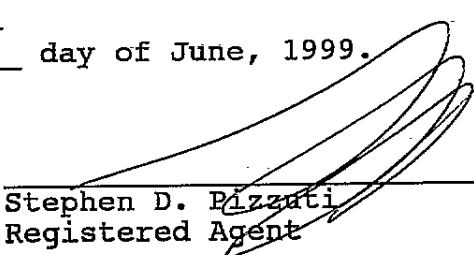
desiring to organize under the laws of the State of Florida has named:

Stephen D. Pizzuti

of 1180 Spring Center South Boulevard, Suite 116, Altamonte Springs, Seminole County, State of Florida, 32714, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 15 day of June, 1999.

  
Stephen D. Pizzuti  
Registered Agent