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THE LAW OFFICE'S OF FRANK TORAL, P.A.

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Amended & Restated

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE LAW OFFICE'S OF FRANK TORAL, P.A.**

FIRST: The Articles of Incorporation of The Law Office's of Frank Toral, P.A. were filed with the Florida Department of State on October 13, 1995, document number P95000079065.

SECOND: The Articles of Incorporation of The Law Office's of Frank Toral, P.A. are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the corporation is Toral & Associates, P.A. (hereinafter, the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and the mailing address of the Corporation is 4780 Davie Road, Suite 101, Ft. Lauderdale, Florida 33141.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue Ten Thousand (10,000) shares, consisting of One Thousand (1,000) shares of Voting Common Stock, par value \$.01 per share and Nine Thousand (9,000) shares of Non-Voting Common Stock, par value \$.01 per share.

To the full extent allowed by law the holder of the Voting Common Stock shall exclusively possess all of the voting and consensual rights available to shareholders of the Corporation, including but not limited to the exclusive rights to elect directors of the Corporation, and to vote upon (or give consents with respect to) any matter properly coming before the shareholders of the Corporation for ratification or approval. Except as otherwise required by law, the holders of Non-Voting Common Stock shall not have any rights to vote or grant consents with respect thereto, with respect to the election of directors of the Corporation or any other matter coming before the shareholders of the Company for ratification or approval. Except with respect to voting and consensual rights as set forth herein, the Voting Common Stock and the Non-Voting Common Stock shall be identical with respect to rights and dividends, liquidating distributions and otherwise.

The holder of each share of the Voting Common Stock of the Corporation will be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders for each share of stock held of record by such holder as of the record date for such meeting.

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THIRD: These Amended and Restated Articles of Incorporation were approved by Written Consent in Lieu of Special Meetings of the Sole Director and Sole Shareholder of the Corporation dated as of December 27, 2006. The number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

The undersigned has executed these Amended and Restated Articles of Incorporation as of the 27th day of December, 2006.

THE LAW OFFICE'S OF FRANK
TORAL, P.A.

By: 

Frank Toral, President