

P96000027364

SMITH, MACKINNON, HARRIS, GREELEY,
BOWDOIN & EDWARDS, P.A.

ATTORNEYS AT LAW

POST OFFICE BOX 2254
ORLANDO FLORIDA 32802-2254
TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2440

JOHN P. GREELEY

255 SO ORANGE AVENUE
CITICORP CENTER
SUITE 800
ORLANDO FLORIDA 32801

March 20, 1996

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

700001754357
-03/22/96--01052--001
****122.50 ****122.50

Re: Lamb and Associates, Inc.

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,


John P. Greeley

MAR 28 1996

BSB

JPG/msj
Enclosures

cc: James T. Lamb

ARTICLES OF INCORPORATION
OF
LAMB AND ASSOCIATES, INC.

FILED
96 MAR 22 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Lamb and Associates, Inc.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of common stock having a par value of \$0.01 per share, which shall be designated "Common Stock."

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Casselberry, County of Seminole and State of Florida, and its address there shall be, at present, 321 S. Sunset Drive, Casselberry, Florida 32707, and the initial registered agent of the Corporation at that address shall be James T. Lamb. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 321 S. Sunset Drive, Casselberry, Florida 32707.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of two directors. The names and street addresses of the directors of this Corporation are:

James T. Lamb
321 S. Sunset Drive
Casselberry, FL 32707

Judith M. Lamb
321 S. Sunset Drive
Casselberry, FL 32707

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

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

James T. Lamb
321 S. Sunset Drive
Casselberry, FL 32707

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

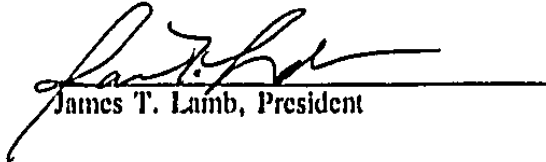
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Headings and Captions

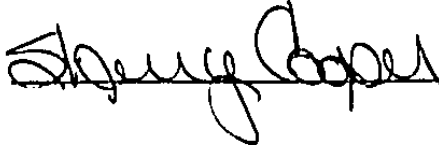
The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 18th day of March, 1996.


James T. Lamb, President

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 18th day of March, 1996, by James T. Lamb, who is personally known to me and who did not take an oath.



Notary Public, State of Florida
SHERRY COOPER
My Commission Expires
Notary Public, State of Florida
My comm. expires June 23, 1998
No. CC 386837

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

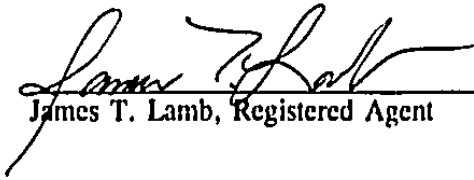
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following
is submitted:

Lamb and Associates, Inc. (the "Corporation") desiring to organize as a domestic
corporation or qualify under the laws of the State of Florida has named and designated James
T. Lamb as its Registered Agent to accept service of process within the State of Florida with
its registered office located at 321 S. Sunset Drive, Casselberry, FL 32707.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Corporation at the place
designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and
accept the obligations relating to service as a registered agent, as the same may apply to the
Corporation; and I further agree to comply with the provisions of Florida Statutes, Section
48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper
and complete performance of my duties as Registered Agent.

Dated this 18th day of March, 1996.


James T. Lamb, Registered Agent

FILED
95 MAR 22 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P960000 273 64

SMITH, MACKINNON, GREELEY, BOWDOIN & EDWARDS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

JOHN P. GREELEY

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448

February 17, 1997

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, Florida 32314

Re: Lamb and Associates, Inc.

000002091620--1
-02/19/97--01026--005
*****87.50 *****87.50

Dear Sir/Madam:

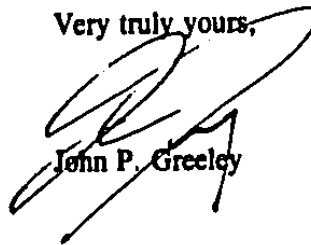
Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Amendment to Articles of Incorporation submitted for filing;
2. A check in the amount of \$87.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,


John P. Greeley

JPG/msj
Enclosures

*Completed
Greeley*

cc: James T. Lamb

FILED
97 FEB 19 PM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LAMB AND ASSOCIATES, INC.

FILED
97 FEB 19 PM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of LAMB AND ASSOCIATES, INC. are hereby amended as follows:

FIRST: Article I of the Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and substituting the following provision in lieu thereof:

ARTICLE I

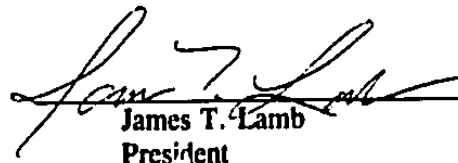
The name of the Corporation is Lamb, Curran & Company, Inc.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on January 1, 1997 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 10th day of ~~January~~^{February}, 1997.


LAMB AND ASSOCIATES, INC.

By:


James T. Lamb
President

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 10 day of ~~January~~^{FEB}, 1997, by JAMES T. LAMB, President of LAMB AND ASSOCIATES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.


Notary Public, State of Florida
My Commission Expires:

JANET H. DeGUEHERY
Notary Public, State of Florida
My comm. expires Aug. 11, 1998
No. CC 400048

SMITH, MACKINNON, GREELEY, BOWDOIN & EDWARDS

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

P96000027364

May 16, 1997

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314-6327

000002182550--0
-05/19/97--01034--005
*****87.50 *****87.50

Re: Lamb, Curran & Co., Inc.

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Amendment to Articles of Incorporation submitted for filing;
2. One check in the amount of \$87.50 (\$35.00 for filing fee and \$52.50 for one certified copy of the Articles of Amendment to Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us a certified copy of the Articles of Amendment to Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

Thank you for your assistance.

Very truly yours,

John P. Greeley

JPG:erw
Enclosures

APPROVED
AND
FILED

P96000027364
2000 May 19 1997
219

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
LAMB, CURRAN & CO., INC.**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of LAMB, CURRAN & CO., INC. are hereby amended as follows:

FIRST: Article 1 of the Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and submitting the following provision in lieu thereof:

ARTICLE 1

The name of the Corporation is Lamb and Associates, Inc.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on April 14, 1997 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officers as of this 14th day of April, 1997.

LAMB, CURRAN & CO., INC.

By: _____

James T. Lamb
President

By: _____

Barry W. Curran
Secretary

STATE OF FLORIDA)
COUNTY OF ~~ORANGE~~)
 SEMINOLE

The foregoing instrument was acknowledged before me this 14th day of April, 1997, by JAMES T. LAMB and BARRY W. CURRAN, President and Secretary respectively of LAMB, CURRAN & CO., INC., a Florida corporation, on behalf of the corporation. They are personally known to me and did not take an oath.


Notary Public, State of Florida
My Commission Expires:



SHELLEY W. BUELL
My Commission CC555557
Expires May 22, 2000

APPROVED
7/10/97