P96000042437

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:
Division of Corporations
Fax Number : ~~(850)922-4000~~ 850-205-0381

From:
Account Name : AGI REGISTERED AGENTS, INC.
Account Number : I20000000205
Phone : (305)416-6800
Fax Number : (305)416-6811

RECEIVED
02 JAN 23 AM 10:49
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
2002 JAN 23 PM 2:50

BASIC AMENDMENT

ADAMS, GALLINAR & IGLESIAS, P.A.

Certificate of Status	0
Certified Copy	0
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Amended & Restated

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Art.

01-23-02

DC

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 18, 2002

ADAMS, GALLINAR & IGLESIAS, P.A.
1200 BRICKELL AVENUE
SUITE 900
MIAMI, FL 33131

SUBJECT: ADAMS, GALLINAR & IGLESIAS, P.A.
REF: P96000042437

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000024728
Letter Number: 402A00002750

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

Adams, Gallinar & Iglesias, P.A.

The undersigned, being all the directors of **Adams, Gallinar & Iglesias, P.A.**, a Florida professional association (the "Association"), for the purpose of amending and restating the Articles of Incorporation of the Association filed on May 17, 1996 with the Florida Department of State, Division of Corporations, hereby revoke and delete in their entirety any and all other Articles of Incorporation of the Association and adopt the following Articles of Incorporation to be in full force and effect as of August 1, 2000:

The undersigned, being all attorneys duly licensed to render services as such under the laws of the State of Florida, hereby confirm the Association's formation and continuation as a Professional Association for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

NAME

The name of the Association is **Adams, Gallinar & Iglesias, P.A.**

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DIVISION OF CORPORATIONS
2002 JAN 23 PM 2:30

PRINCIPAL ADDRESS

The principal address of the Association is 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

MAILING ADDRESS

The mailing address of the Association is c/o AGI Registered Agents, Inc., 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Association is: 1200 Brickell Avenue, Suite 900, Miami, Florida 33131, and the name of its registered agent at such address is AGI Registered Agents, Inc.

ARTICLE III

DURATION

The duration of the Association is perpetual.

ARTICLE IV

PURPOSES

The general purposes for which the Association is organized are:

(1) To transact any lawful business for which professional corporations engaged in the practice of law may be organized under the Professional Service Corporation Act of the State of Florida.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have the same powers, construed as broadly as possible, of an individual to do all things necessary and convenient to carry out its purposes, business and affairs, subject to any limitations imposed by applicable law or these Articles of Incorporation.

ARTICLE VI

AUTHORIZED SHARES

The aggregate number of shares which the Association is authorized to issue and have outstanding at any time is **ONE HUNDRED (100)** shares of common stock. Such shares shall be of a single class, and shall have a par value of **One Dollar ($1.00)** per share. The foregoing may be amended at any time as provided in the Bylaws of the Association and by applicable law.

All holders of shares of common stock shall be identified with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote. All holders of shares of common stock, upon the dissolution of the Association, shall be entitled to receive the net assets of the Association. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Association may authorize the issuance at any time and from time to time of additional shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Association.

The Board of Director(s) of the Association may, by amending or restating these Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Notwithstanding anything in these Articles of Incorporation to the contrary, any and all rights of the owners of the shares of stock of this Association may be subject to a Shareholders' Agreement governing the rights and powers of the shareholders of the Association and the transferability of the shares of stock of the Association. A copy of the Shareholders' Agreement, if any, shall be kept on file by the Secretary of the Association.

ARTICLE VII

REGISTERED OWNER(S)

The Association, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Association as the owner thereto, for all purposes, and except as may be agreed to in writing by the Association, the Association shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Association shall have notice thereof.

ARTICLE VIII

BYLAWS

The Board of Director(s) of the Association shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Association, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE IX

DIRECTORS

The number of directors constituting the board of directors of the Association shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the board of directors is three (3). The name and address of the persons who are to serve as members of the board of directors are:

Robert R. Adams	1200 Brickell Avenue, Suite 900 Miami, Florida 33131
Michael D. Gallinar	1200 Brickell Avenue, Suite 900 Miami, Florida 33131
Mario A. Iglesias	1200 Brickell Avenue, Suite 900 Miami, Florida 33131

ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI

AMENDMENT

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation. In the event of a conflict between the terms and conditions of these Articles of Incorporation and the Bylaws of the Association, the terms and conditions of these Articles of Incorporation shall control.

ARTICLE XII

INDEMNIFICATION

The Association shall indemnify each director, officer, incorporator and shareholder of the Association against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a director, officer, incorporator or shareholder of the Association to the full extent permitted by the laws of the State of Florida.

The foregoing amended and restated Articles of Incorporation were approved and ratified by the Shareholders and Directors of the Corporation. The number of votes cast by the Shareholders and Directors of the Corporation for the amendment were sufficient for the approval of the foregoing amended and restated Articles of Incorporation and for the filing of these Articles of Incorporation of the Corporation.

Executed by the undersigned, on the 22 day of January, 2002.

Robert R. Adams, Director

Michael D. Gallinar, Director

Mario A. Iglesias, Director

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing was acknowledged before me this 22 day of January, 2002, by Robert R. Adams, as a Director of Adams, Gallinar & Iglesias, P.A., a Florida corporation, on behalf of the Association, who is personally known to me ~~or who has produced~~ ______ ~~as identification.~~

Maritza S. de Pozo
MY COMMISSION # CC760447
EXPIRES: 08/27/2002
1-800-3-NOTARY Fla. Notary Services & Bonding Co.

NOTARY PUBLIC, State of Florida
Print Name MARITZA S. DePOZO
Commission No. ______
My Commissions Expires: ______

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing was acknowledged before me this 21 day of January, 2002, by Michael D. Gallinar, as a Director of Adams, Gallinar & Iglesias, P.A., a Florida corporation, on behalf of the Association, who is personally known to me ~~or who has produced~~ ________ ~~as identification~~.

Maritza S. de Puzo
MY COMMISSION # CC760447
EXPIRES: 08/27/2002
1-800-3-NOTARY Fla. Notary Service & Bonding Co.

NOTARY PUBLIC, State of Florida
Print Name MARITZA S. DE PUZO
Commission No. ________
My Commissions Expires: ________

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing was acknowledged before me this 21 day of January, 2002, by Mario A. Iglesias, as a Director of Adams, Gallinar & Iglesias, P.A., a Florida corporation, on behalf of the Association, who is personally known to me ~~or who has produced~~ ________ ~~as identification~~.

Maritza S. de Puzo
MY COMMISSION # CC760447
EXPIRES: 08/27/2002
1-800-3 NOTARY Fla. Notary Service & Bonding Co.

NOTARY PUBLIC, State of Florida
Print Name MARITZA S. DePUZO
Commission No. ________
My Commissions Expires: ________

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ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above Association at the place designated in the foregoing Articles of Incorporation, 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.

AGI REGISTERED AGENTS, INC.

Mario A. Iglesias, President

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