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Examiner's Initials

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Other

CERTIFICATE OF INCORPORATION

96 AUG -5 PH 12: 43

OF

O'MANLEYMAN, INC.

SECHETARY OF STATE

I, THE UNDERSIGNED, hereby associate myself for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

O'Manleyman, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of \$.50.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

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

c/o 211 South Federal Highway, Suite 10 Boynton Beach, Florida 33435

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more

than eleven (11).

ARTICLE VIII

The names and street addresses of the persons signing these. Articles of incorporation as subscriber is as follows:

Sharon M. Alfonso c/o 211 South Federal Highway, Suite 10 Boynton Beach, Florida 33435

ARTICLE IX

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Sharon M. Alfonso being a natural person, competent to contract, has hereunto set her hand and seal this 2nd day of August, 1996.

Sharon M. Alfonso



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICHES -5 PH 12: 1/3 FOR THE SERVICE OF PROCESS WITHIN THIS STATE DESIGNATION OF STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND SEEL FLURIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First: That O'Manleyman, Inc. desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Boynton Beach, County of Palm Beach, State of Florida, has named Sharon M. Alfonso, c/o 211 South Federal Highway, Suite 10, Boynton Beach, Florida 33435, as its agent to accept services of process within this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Sharon M. Alfonso

Resident Agent

P7600065866

O'Manleyman, Inc.

c/o 211 South Federal Highway, Suite 10 Boynton Beach, Florida 33435 telephone: (561) 735-4700

October 7, 1996

Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, Florida 32314

RE: O'Manleyman, Inc., now O'Manleyman & Associates, Inc.

Dear Sir/Madam;

Enclosed please find the Articles of Amendment to the Articles of Incomposition 67.

O'Manleyman, Inc. along with our check in the amount of \$35.00 to cover costs.

Kindly make the necessary filings and advise by return mail that said name shares has been affected.

Should you have any questions, please feel free to contact me at the above number.

Sincerely,

O'MANLEYMAN & ASSOCIATES, INC.

Sharon M. Alfonso, Subscriber

Encl.

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 21, 1996

SHARON M. ALFONSO C/O 211 SOUTH FEDERAL HIGHWAY SUITE 10 BOYNTON BEACH, FL 33435

SUBJECT: O'MANLEYMAN, INC. Ref. Number: P96000065866

We have received your document for O'MANLEYMAN, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

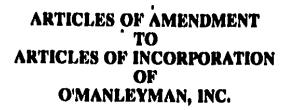
Please check one of the statement in section four.

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 (904) 487-6902.

Linda Stitt Corporate Specialist

Letter Number: 096A00048415





Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Article I: The name of this corporation shall be changed to:

O'MANLEYMAN & ABSOCIATES, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of the amendment's adoption shall be October 7, 1996.

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or Board of Directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cas' for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by the Board of Directors.

Signed this 7th day of October, 1996.

O'Manleyman, Inc., now known as O'Manleyman & Associates, Inc.

y: Staran M. Colano.

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

Sharon M. Alfonso, Incorporator/President