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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF RESTATEMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
W. MORGAN SPEER, P.A.**

Pursuant to the provisions of the Professional Service Corporation and Limited Liability Act, Chapter 621, Florida Statutes, W. Morgan Speer, P.A., a corporation organized and existing under the laws of the State of Florida, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the corporation shall be SPEER & LONGCHAMPS, P.A. (the "Corporation"). The mailing address and the street address of the Corporation's initial principal office shall be 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409.

**ARTICLE II**

**Purpose and Powers**

The purpose of the Corporation and the general nature of its business are as follows:

- A. To engage in the practice of law as a professional corporation and to provide services incident thereto.
- B. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of rendering professional legal services.
- C. To do everything necessary, proper or convenient for the accomplishment

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of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, or by the provisions of these Articles of Incorporation or By-Laws.

The services of the Corporation which consist of the practice of law shall be carried out only through officers, employees, and agents who are licensed or otherwise legally authorized to render professional legal services in the State of Florida.

### **ARTICLE III**

#### **Authorized Shares**

A. The total number of shares of stock that the Corporation is authorized to issue and have outstanding at any given time is 1000 shares of common stock. Such shares shall be all of the same class. No preferences, qualifications, limitations, restrictions (except transfer restrictions applicable to all shares), or special rights, other than those provided by law, shall exist with respect to any of the shares of the Corporation or any of the holders of such shares.

B. The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than the permitted numbers of shareholders allowed under 26 U.S.C.A. §1361 (or its successor section) for those corporations qualifying as a small business corporation (Subchapter S-Corporation). The Corporation may not issue any shares of stock to any shareholder which is not qualified to hold such shares in a corporation qualifying as a small business corporation (Subchapter S-Corporation) under 26 U.S.C.A. §1361.

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C. At any time and from time to time when authorized by resolution of the board of directors and with the approval of its stockholders holding a majority of the outstanding shares of common stock, the Corporation may issue or sell any shares of its capital stock, whether out of the unissued shares authorized by the Articles of Incorporation of the Corporation as originally filed or by any amendment of the articles, or out of shares of its stock acquired after the issue. The Corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the Corporation including cash, promissory notes, services performed, promises to perform services evidenced by a written contract. In the absence of actual fraud in the transaction, the determination of the directors of the Corporation as to the adequacy of the consideration received or to be received for shares shall be conclusive.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the Corporation, at least equivalent to the full value of the stock issued.

**ARTICLE IV**  
**Annual Distribution Related to S-Corporation Status**

At least annually, following the close of each fiscal year, the Corporation shall distribute to the shareholders, pro rata as their interests may appear, an amount in cash equal to that certain percent of the sum of (i) the net ordinary income or loss plus (ii) the net capital gain or loss recognized by the Corporation during the preceding fiscal year, as shall be determined by two-thirds (2/3rds) of the holders of the issued and outstanding

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shares of the Corporation. These distributions shall be made only on or before March 15 of the year following the fiscal year for which the distributions are being made. The Corporation may make interim distributions on the basis of the estimated income to be recognized by the Corporation during the fiscal year at any time or times during the fiscal year as the shareholders holding a majority of the issued and outstanding shares shall agree to be appropriate. All of the distributions to shareholders shall be made only out of the income and surplus legally available and to the extent otherwise permitted by law.

**ARTICLE V**  
**Term of Existence**

The term of existence of this corporation is perpetual.

**ARTICLE VI**  
**Incorporator**

The name and address of the incorporator is:

W. Morgan Speer  
1800 Australian Avenue South, Suite 100  
West Palm Beach, Florida 33409

**ARTICLE VII**  
**Initial Registered Office**

The street address of the Corporation's registered office and name of its registered agent at such address is as follows:

W. Morgan Speer  
1800 Australian Avenue South, Suite 100  
West Palm Beach, Florida 33409

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**ARTICLE VIII**  
**Board of Directors**

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of this Corporation unless the person is duly licensed to practice law in the State of Florida or otherwise legally authorized to practice law in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The names and street addresses of the persons who are to serve as the members of the initial Board of Directors are as follows:

**NAME:****ADDRESS:**

W. Morgan Speer

1800 Australian Avenue South, Suite 100  
West Palm Beach, Florida 33409

**ARTICLE IX**  
**Transfer of Stock**

No shareholder may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

**ARTICLE X**  
**Miscellaneous**

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional services for the Corporation becomes legally disqualified to render such professional services within the State of Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation and Limited Liability Act by severing all employment with and financial interests in the Corporation.

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**ARTICLE XI**  
**Amendments**

These Articles of Incorporation may be amended by resolution of the Board of Directors, who shall recommend the proposed amendment or amendments to the shareholders and which shall be approved by the holders of a majority of the shares outstanding at a regular or special meeting of shareholders or by written consent thereof.

**IN WITNESS WHEREOF**, the undersigned, as President of the Corporation, has executed these Articles of Restatement on November 24 2008.

**W. MORGAN SPEER. P.A.**

By: W. Morgan Speer  
**W. MORGAN SPEER**  
Its: President

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**CERTIFICATE**

I, W. Morgan Speer, do hereby certify that I am the President of W. MORGAN SPEER, P.A., a Corporation organized and existing under the laws of the state of Florida (the "Corporation"), and I further certify that:

FIRST: The Name of the Corporation is SPEER & LONGCHAMPS, P.A.

SECOND: The forgoing Articles of Restatement do not contain amendments to the Articles of Incorporation requiring shareholder approval.

IN WITNESS WHEREOF, I have subscribed my name as the President of the Corporation this 24 day of November, 2008.

W. MORGAN SPEER, P.A.

By:

W. Morgan Speer

W. MORGAN SPEER

Its: President