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SUITE-BROWN & BROWN, P.A.

ATTORNEYS AT LAW and COUNSELORS
CHRISTIANA MEDICAL DENTAL CENTER

7900 N.W. 33rd STREET

SUITE 106A

DAVIE, FLORIDA 33024

TELEPHONE (954)442-1718 E-MAIL rmbrown2@interpoint.net

ROBERT M. BROWN, II, M.A., J.D.
Admitted in Florida and the District of Columbia

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 11:37

December 11, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/15/97-01113-005
*****35.00 *****35.00

Attention: Division of Corporations
Filing - Domestic Charters

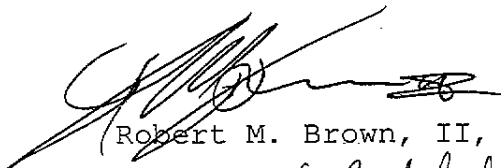
Re: Amended and Restated Articles of Incorporation of Suite-
Brown & Brown, P.A.

To whom it may concern:

Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Incorporation for the above corporation and a check in the amount of \$35.00. Please return a date and time stamped copy to my attention at the above noted address. I have enclosed a self-addressed stamped envelope for your convenience and prompt return.

Should there be any further question or problems, I can be reached at (954) 442-1718. Thank you for your attention in this matter.

Respectfully yours,


Robert M. Brown, II, Esq.

Enclosures.

Amend, Restated & N.C.
12-17-97
CC

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

SUITE-BROWN & BROWN, P.A.

Pursuant to Section 607.1007 of the Florida Statutes, SUITE-BROWN & BROWN, P.A., a Florida corporation, (the "Corporation") certifies that:

(1) The original Articles of Incorporation of the Corporation were filed with the Department of State on October 1, 1997, and the original name of the Corporation was SUITE-BROWN & BROWN, P.A.

(2) These Amended and Restated Articles of Incorporation contain amendments: (i) changing the name of the Corporation to ROBERT M. BROWN, II, P.A.; (ii) reducing the number of directors of the corporation from two to one and (iii) deleting DOMINIQUE T. SUITE-BROWN as a director of the corporation. All amendments were approved by shareholders of the Corporation pursuant to unanimous written consent on November 15, 1997. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation pursuant to unanimous written consent on November 17, 1997.

The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing with the Department of State to read as follows.

ARTICLE I - NAME

The name of this corporation shall be:

ROBERT M. BROWN, II, P.A.

ARTICLE II - MAILING ADDRESS

The mailing address of this Corporation is 7900 N.W. Street, Suite 106A, Davie, Florida 33024.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation organized under the Professional Service Corporation Act of the State of Florida engaged in the practice of law.

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ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value One Dollar (\$1.00) per share.

**ARTICLE V - REGISTERED AGENT AND
INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation shall be:

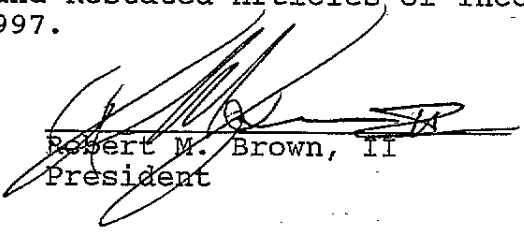
Robert M. Brown, II
7900 N.W. 33rd Street, Suite 106A
Davie, FL 33024

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall have one directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one. The name and address of the director of this Corporation is:

Robert M. Brown, II
7900 N.W. 33rd Street, Suite 106A
Davie, FL 33024

IN WITNESS WHEREOF, the undersigned, has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation this ____ day of December, 1997.



Robert M. Brown, II
President

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared Robert M. Brown, II, of Robert M. Brown II, P.A., a Florida Corporation, known to me to be the person who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on this 11th day of December, 1997.


Jacqueline Harriott
Notary Public, State of Florida

[SEAL]

