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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CARNEY, SANDOE & ASSOCIATES, INC.

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28 JUN 28 PM 3:39

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DR
6/28/13

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARNEY, SANDOE & ASSOCIATES, INC.

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2013 JUN 28 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, on behalf of CARNEY, SANDOE & ASSOCIATES, INC. (the "Corporation"), a Florida corporation, has executed these Amended and Restated Articles of Incorporation, as approved by the Board of Directors and the Shareholders of the Corporation in an action by written consent effective June 28, 2013 in accordance with Sections 607.0821 and 607.0704, *Florida Statutes*. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Amended and Restated Articles amend and restate in their entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on November 17, 1997.

ARTICLE I

The name of this Corporation shall be Carney, Sandoe & Associates, Inc. hereinafter referred to as the "Corporation."

ARTICLE II

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

ARTICLE III

This Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the Corporation as hereinabove set forth in Article II.

ARTICLE IV

This Corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share. Restrictions, if any, on the transfer or other disposition of the shares shall be as set forth in the Corporation's Bylaws. Quorum and other voting requirements, if any, of the shareholders shall be as set forth in the Corporation's Bylaws.

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ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this Corporation in the State of Florida is 3111 Cardinal Drive, Vero Beach, Indian River County, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

A. The Corporation shall have the number of directors set forth in the Amended and Restated Bylaws of the Corporation. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1).

B. Directors may be removed, with or without cause, as otherwise set forth in the Corporation's Bylaws.

ARTICLE VIII

The power to adopt, alter, amend or repeal Bylaws or these Amended and Restated Articles of Incorporation shall be vested in the Board of Directors and the unanimous vote or consent, as the case may be, of the shareholders.

ARTICLE IX

The 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.

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Jun. 28. 2013 1:22PM Gray Robinson

No. 1382 P. 4

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective as of this 28th day of June, 2013.

CARNEY, SANDOE & ASSOCIATES, INC.

By:

Name: Devereaux F. McClatchey

Its: President

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