

P98000012425

February 3, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002768980-1
-02/09/99-01027-006
*****35.00 *****35.00

Re: Sullivan Rivero & Xanttopoulos, P.A. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Amended and Restated Articles of Incorporation along with our check in the amount of \$35.00.

If you have any questions, please call.

Sincerely,

Andrés Rivero

Andrés Rivero

Enclosures

Approval under
old name OK ✓

Name change
was filed on
2/5/99 - OK to
correct name
of corp to
current

lrm\misc-cli.ent\secstat3.ltr

current

name, per

Secretary

Amended
&
Restated
of 2/19/99

FILED
99 FEB -9 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

99 FEB -9 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SULLIVAN & RIVERO, P.A.

Original Articles of Incorporation filed with
the Florida Department of State on
February 6, 1998
and effective on February 9, 1998

On December 31, 1998, the Board of Directors and shareholders of Sullivan Rivero & Xanttopoulos, Inc. (the "Corporation"), duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is SULLIVAN & RIVERO, P.A. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is Miami Center, Suite 2550, 201 South Biscayne Blvd., Miami, Florida 33131.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	common

ARTICLE IV

Registered Office and Registered Agent

The street address of the Corporation's registered office in the State of Florida is Miami Center, Suite 2550, 201 South Biscayne Boulevard, Miami, Florida 33131, and the name of its registered agent at such office is Andres Rivero.

ARTICLE V

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least two directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on February 4, 1999.

SULLIVAN RIVERO & XANTTOPOULOS, P.A.

By: Andres Rivero
Andres Rivero,
President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SULLIVAN RIVERO & XANTTOPOULOS, P.A., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Andres Rivero
Andres Rivero,
Registered Agent

February 4, 1999

CERTIFICATE
OF THE
PRESIDENT
OF
SULLIVAN RIVERO & XANTTOPOULOS, P.A.

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Sullivan Rivero & Xanttopoulos, P.A.. (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has only one class of capital stock outstanding and the Corporation's shareholders duly adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by unanimous written consent on December 31, 1998, pursuant to Section 607.0704 of the Florida Business Corporation Act.

SULLIVAN RIVERO & XANTTOPOULOS, P.A.

By: Andres Rivero
Andres Rivero,
President