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A FLORIDA LIMITED LIABILITY PARTNERSHIP

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Post Office Drawer 1441
St. Petersburg, Florida 33731-1441

October 19, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Cross & Studley, Inc.

To whom it may concern:

Enclosed please find our firm's check in the amount of \$35.00, representing the filing fee for the Amended and Restated Articles of Incorporation of Cross & Studley, Inc. Kindly forward a confirmation of the filing of the enclosed information to the address above.

Thank you for your cooperation in this matter. Should you have any questions, please don not hesitate to contact me.

Very Truly Yours,

HARRIS, BARRETT, MANN & DEW, L.L.P.

James S. Renaldo

James S. Renaldo

JSR/ljd
Enclosure

*Amend + Restate Arts
10-30-00
JMS*

FILED
OCT 20 PM 2:21
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CROSS & STUDLEY, INC.**

FILED
00 OCT 20 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, Cross & Studley, Inc. adopts these Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is Cross & Studley, Inc.

SECOND: The Corporations Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE I: NAME

The name of the corporation is Cross & Studley, Inc.

ARTICLE II: BUSINESS AND ACTIVITIES

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The total number of shares of capital stock that this corporation shall have the authority to issue and to have outstanding at any one time is two million (2,000,000) shares of common stock with no par value per share. The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the Florida Business Corporation Act, to provide for the classification and reclassification of any unissued shares of Common Stock without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act. Except as otherwise required by law all rights to vote and all voting power shall be vested exclusively in holders of the Common Stock. Cumulative voting by any shareholder is hereby expressly denied. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

ARTICLE IV: ADDRESS OF REGISTERED AGENT

The name and address of the registered agent of the Corporation is James C. Boule, 3318 9th Street North, St. Petersburg, Florida 33704.

ARTICLE V: ACTION BY SHAREHOLDERS

Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than thirty-five percent (35%) of the total number of shares of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class. Any action required or permitted to be taken by the shareholders of the Corporation at a duly called annual or special meeting of the shareholders, may be effected by a consent in writing by such shareholders, subject to the provisions of Section 607.0704 of the Florida Business Corporation Act.

ARTICLE VI: BOARD OF DIRECTORS

The number of directors constituting the Corporation's Board of Directors shall not be less than one (1) nor more than fifteen, and the exact number of Directors shall be fixed from time to time in the manner provided in the Bylaws of the Corporation. The names and address of the Board of Directors of the corporation is:

J. Kenneth Parker
800 Second Avenue South, #340
St. Petersburg, Florida 33701

James C. Boule
3318 9th Street North
St. Petersburg, Florida 33704

ARTICLE VII: INDEMNIFICATION

The Corporation shall, to the fullest extent permitted or required by the Florida Business Corporation Act, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the Florida Business Corporation Act, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including, but not limited to, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods or services to the enterprise, including, but not limited to, attorneys-at-law, accountants, and financial consultants). For purposes of this Article, the term "Executive Officers" includes those individuals who are or were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this Article VII and not otherwise defined herein have the meaning set forth in Section 607.0850 of the Florida Business Corporation Act. The provisions of this Article are intended solely for the benefit of the indemnified parties described herein and their heirs and personal representatives and shall not create any rights

in favor of third parties. No amendment to or repeal of this Article VII shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

ARTICLE VIII: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and its mailing address is 3318 9th Street North, St. Petersburg, Florida 33704. The location of the principal office and the mailing address shall be subject to change as may be provided in the Bylaws of the Corporation.

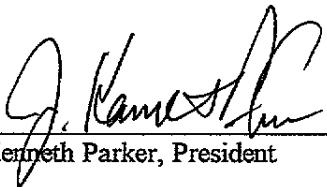
ARTICLE IX: DURATION

The Corporation shall exist perpetually unless sooner dissolved according to law.

THIRD: The foregoing restatement of the Corporation's Articles of Incorporation amends the Corporation's Articles of Incorporation and was adopted and approved by a majority of the shareholders of the Corporation at a meeting of the shareholders held on December 15, 1999, and the number of votes cast by the shareholders was sufficient for approval.

FOURTH: This restatement of the Corporation's Articles of Incorporation will become effective upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed on behalf of the Corporation this 16th day of October, 2000.

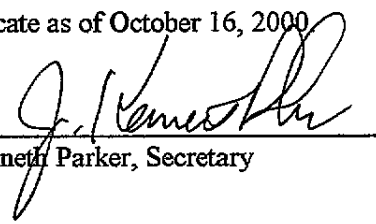


J. Kenneth Parker, President

**CROSS & STUDLEY, INC.
SECRETARY'S CERTIFICATE**

I, J. Kenneth Parker, the duly elected, qualified and acting Secretary of Cross & Studley, Inc., a Florida corporation (the "Corporation"), do hereby certify that the attached Amended and Restated Articles of Incorporation of the Corporation were adopted by the shareholders on December 15, 1999, with a sufficient number of votes cast for approval of the amendments.

IN WITNESS WHEREOF, I have executed this Certificate as of October 16, 2000



J. Kenneth Parker, Secretary