

P98000069814

MORFORD & WHITEFIELD, P.A.

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4040 Woodcock Drive, Suite 202
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Douglas H. Morford
Board Certified
Civil Trial Attorney
B. Thomas Whitefield

May 27, 1999

Lori E. Terens
Of Counsel
Facsimile: (904) 396-5890
E-mail: Morwhite@juno.com

Department of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Allen, Lewis & Associates, Inc.

Gentlemen:

Enclosed please find an original and one fully conformed copy of Restated Articles of Incorporation in connection with the above corporation. Please file the same and have a certified copy returned to our office. Enclosed is our firm check in the amount of \$122.50 to cover all fees.

Thank you for your courtesy.

Sincerely,



B. Thomas Whitefield
For the Firm

BTW:am
Enc. as noted

Restated Art.

V. SHEPARD JUL 1 1999

FILED
JUN 30 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****78.75
43.75

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RECEIVED JUN 10 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 1999

B. THOMAS WHITEFIELD
4040 WOODCOCK DR., STE. 202
JACKSONVILLE, FL 32207

SUBJECT: ALLEN, LEWIS & ASSOCIATES, INC.
Ref. Number: P98000069814

We have received your document for ALLEN, LEWIS & ASSOCIATES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 199A00030847

Rec'd 6/30

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June 29, 1999

Ms. Velma Shepard
corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Allen, Lewis & Associates, Inc., Ref. No.: P98000069814
Letter No. 199A00030847

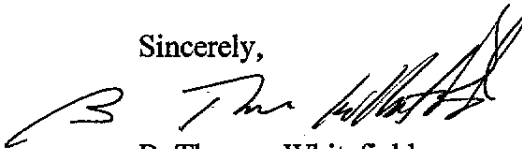
Dear Ms. Shepard:

I am in receipt of your letter of June 8, 1999 in connection with the above referenced corporation. I am returning herewith the Restated Articles of Incorporation of Allen, Lewis & Associates, Inc., with the word "initial" removed from the first page as requested. The language "Restatement does not contain an amended to the articles requiring shareholder's approval and the Board of Directors adopted this Restatement" is included in Article IX.

Please advise if there is anything more needed in order for this Restatement to be filed.

Thank you for your courtesy.

Sincerely,



B. Thomas Whitefield
For the Firm

BTW:am
Enc. as noted

**RESTATED
ARTICLES OF INCORPORATION
OF
ALLEN, LEWIS & ASSOCIATES, INC.**

FILED
99 JUN 30 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator and sole director of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation is **ALLEN, LEWIS & ASSOCIATES, INC.**

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Shares

The aggregate number of shares which this corporation shall have authority to issue shall be 10,000 of a par value of \$1.00 per share.

Article V - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is 4040 Woodcock Drive, Suite 206, Jacksonville, Florida 32207 and the address of the registered office of this corporation is 4040 Woodcock Drive, Suite 206, Jacksonville, Florida 32207, and the name of the registered agent at that address is Robert Allen Hecht, Jr.

Article VI - Board of Directors

This corporation shall have one (1) director initially. However, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than one. The name and address of the current director of this corporation is:

Name

Address

Robert Allen Hecht, Jr.

4040 Woodcock Drive, Suite 206
Jacksonville, Florida 32207

Article VII - Indemnification

The corporation shall have the power, to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully forth in the by-laws.

Article VIII - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article IX - Adoption

This restatement does not contain an amendment to the articles requiring shareholder's approval and the Board of Directors adopted this Restatement.

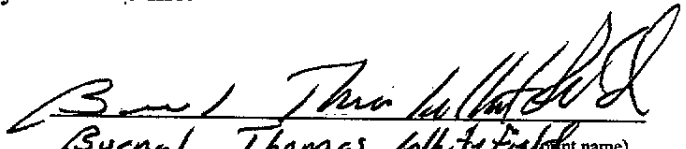
IN WITNESS WHEREOF, the undersigned President, Secretary and sole director of the Corporation has executed these Restated Articles of Incorporation this 26 day of May, 1999.



Robert Allen Hecht, Jr., Its Sole Director

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26th day of May, 1999 by Robert Allen Hecht, Jr., who is personally known to me.



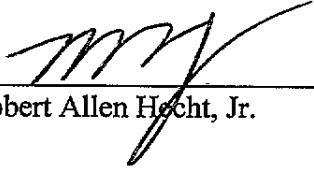
Burnal Thomas Whitefield (print name)
Notary Public, State of Florida
My Commission Expires:



Burnal Thomas Whitefield
MY COMMISSION # CC578978 EXPIRES
August 24, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of Florida Statutes relative to keeping open said office.



Robert Allen Hecht, Jr.