

Division of Corporations

Page 1 of 1

P99000006639

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A. - mpm

Account Number : 076247002423

Phone : (954) 763-1200

Fax Number : (954) 766-7800

BASIC AMENDMENT

THE ADVICE GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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Tuesday, March 23, 1999

11:05 AM

AM/Restated
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4



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 24, 1999

THE ADVICE GROUP, INC.
6801 LAKE WORTH RD
SUITE 307
LAKE WORTH, FL 33467

SUBJECT: THE ADVICE GROUP, INC.
REF: P99000006639

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The fax audit number, at the top of the first page of the document, is incorrect.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000006855
Letter Number: 499A00014633

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Page 1 of 1

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE
PAGE 3/5

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ADVICE GROUP, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of The Advice Group, Inc., (hereinafter the "Corporation"), a Florida corporation organized and existing under and by virtue of Chapter 607 of laws of the State of Florida (hereinafter "the Corporation"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

1. The name of the corporation is The Advice Group, Inc.
2. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on January 21, 1999, Document #P99000006639.
3. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors and Shareholders on March 22, 1999. To effect the foregoing, the text of the Articles of Incorporation is hereby amended and restated as herein set forth in full:

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

PROFESSIONAL ADVISORY SERVICES OF AMERICA, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 6801 Lake Worth Road, Suite 307, Lake Worth, Florida 33467.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ROXANNE K. BEILLY, ESQ., FLA BAR #851450
Atlas, Pearlman, Trop & Borkson, P.A.
200 E. Las Olas Blvd., Suite 1900
Ft. Lauderdale, Florida 33301
Phone Number: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Ten Million (10,000,000) shares, of which:

- (1) Ten Million (10,000,000) shares shall be designated Common Stock with no par value.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND ADDRESS**

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall remain Don R. Boswell, c/o Akers & Boswell, P.A., 2875 South Ocean Blvd., Suite 200-33, Palm Beach, Florida 33480.

**ARTICLE VII
BOARD OF DIRECTORS**

The number of Directors may be increased or diminished from time to time pursuant to the Bylaws. The names and addresses of the Directors of this Corporation are:

Name	Address
Richard Raskin, Chairman	9668 Fills Drive, Unit 163 East, Boynton Beach, Florida 33487
Paul Kaplan	6801 Lake Worth Road, Suite 307, Lake Worth, Florida 33467
Ralph Musicant	120 N. LaSalle Street, 38th Floor, Chicago, Illinois 60602
Robert Bryant	4733 Trail Bend Circle, Ft. Worth, Texas 76109

**ARTICLE VIII
INDEMNIFICATION**

The Corporation may indemnify any director, officer, employee, or agent of the Corporation to the fullest extent permitted by Florida law.

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**ARTICLE IX
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE X
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors and Shareholders of the Corporation pursuant to a Written Consent of all of the Board of Directors and Shareholders of the Corporation, acting pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of The Advice Group, Inc., a Florida corporation, have been executed this 22 day of March, 1999.



Paul Kaplan, President

H99000006855 3