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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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BASIC AMENDMENT

THE ADVICE GROUP, INC.

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Tuesday, March 23, 1999



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 68 days or your filing will be considered abandoned.

If you have any questions concerning the filling of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H99000006855 Letter Number: 499A00014633

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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:

- 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 <u>March 22</u>, 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

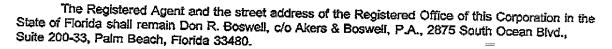
The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Ten Million (10,000,000) shares, of which:

(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



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

Raiph 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 day of March Group, Inc., a Florida corporation, have been executed this

ıl Kaplan, President

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