

P990000/2541

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

SOUND FINANCIAL COMPANY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

*Amended & Restated
Art.
2-18-99 DC*

FEB 18 '99 12:36PM BROAD AND CASSEL

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
SOUND FINANCIAL COMPANY, INC.**

(Document No. P99000012541)

The undersigned, being the President of Sound Financial Company, Inc., does hereby make, subscribe, file and acknowledge these Amended and Restated Articles of Incorporation pursuant to Florida Statutes:

ARTICLE I.

The name and initial address of this Corporation shall be: SOUND FINANCIAL COMPANY, INC., 19434 Waters Reach Lane, #401, Boca Raton, Florida 33434, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II.

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III.

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

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

David J. Powers, Esquire
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
Fax Audit Number: H99000004037 0

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TALLAHASSEE, FLORIDA

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ARTICLE IV.

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V.

The registered office of this Corporation is 19434 Waters Reach Lane, #401, Boca Raton, Florida 33434. The registered agent at that address is Muriel B. Sherman.

ARTICLE VI.

The Corporation shall have one (1) director initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor(s) is duly elected and qualified, is:

Muriel B. Sherman

19434 Waters Reach, #401
Boca Raton, Florida 33434

ARTICLE VII.

The name and address of the Incorporator is: Muriel B. Sherman, 19434 Waters Reach Lane, #401, Boca Raton, Florida 33434.

ARTICLE VIII.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

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Fax Audit Number: H99000004037 0

ARTICLE X.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

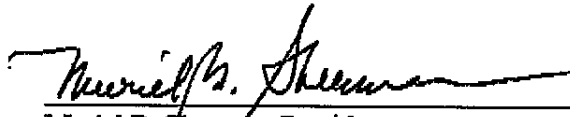
ARTICLE XI

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

The foregoing Amended and Restated Articles of Incorporation were adopted on February 18, 1999.

The foregoing Amended and Restated Articles of Incorporation were approved by the Board of Directors and the sole Shareholder of the Corporation. The number of votes cast for the amendment were sufficient for approval. There are no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, the President has executed these Amended and Restated Articles of Incorporation this 18th day of February, 1999.


Muriel B. Sherman, President

Fax Audit Number: H99000004037 0

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with the laws of the State of Florida, the following is submitted:

First - That, SOUND FINANCIAL COMPANY, INC. desiring to organize under the laws of the State of Florida, has designated 19434 Waters Reach Lane, #401, Boca Raton, Florida 33434 as the place of business for the service of process within this state.

Second - That the above corporation has named Muriel B. Sherman as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 18th day of February, 1999.



Muriel B. Sherman,
Registered Agent

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