

UCC SERVICES

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Division of Corporations

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**V16114**

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**HOUCK ANDERSON P.A.**

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*Amended & Restated*  
*Art. 12/27/07*  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HOUCK ANDERSON P.A.  
a Florida corporation**

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned officer of Houck Anderson P.A., a Florida corporation (the "Corporation") certifies that:

1. The name of the Corporation is "Houck Anderson P.A."
2. The Corporation's articles of incorporation, as amended to date (the "Articles of Incorporation") were initially filed with the Florida Department of State on February 24, 1992 under Document Number V16114.
3. These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's sole holder of shares of voting common stock of the Corporation, by written consent, on December 29, 2006, pursuant to Florida Statute Section 607.0704. The number of shares consenting to these Amended and Restated Articles of Incorporation in each voting group were sufficient for approval by the shareholders.
4. Article III of the Articles of Incorporation of the Corporation is amended, to (i) increase the number of authorized shares of voting common stock to two thousand (2,000) shares, par value \$1.00 per share, and (ii) split each one (1) issued and outstanding share of the Corporation's voting common stock into fifty (50) shares.
5. Article V of the Articles of Incorporation of the Corporation is amended to change the number of directors from one (1) to the number provided in the Corporation's Bylaws, as amended from time to time.
6. There are no discrepancies between the provisions of the Articles of Incorporation and the provisions of these Amended and Restated Articles of Incorporation, other than the inclusion of the foregoing amendments and the omission of matters and terminology of historical interest.
7. The text of the Articles of Incorporation of the Corporation is restated with the amendments described above to read as follows:

FAX AUDIT NO. \_\_\_\_\_

## **ARTICLE I NAME**

The name of the Corporation is Houck Anderson P.A.

## **ARTICLE II PURPOSE**

The purpose of the Corporation shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida for a professional corporation organized under the Professional Service Corporation and Limited Liability Company Act of the State of Florida engaged in the practice of law.

## **ARTICLE III CAPITAL STOCK**

### *Authorized Shares*

The total number of shares of capital stock which the Corporation is authorized to issue is four thousand (4,000), of which two thousand (2,000) shares are voting common stock, par value \$1.00 per share ("Voting Common Stock"), and two thousand (2,000) shares are non-voting common stock, par value \$1.00 per share ("Non-Voting Common Stock").

### *Voting Common Stock Split*

Upon the filing with the Florida Department of State of these Amended and Restated Articles of Incorporation, each one (1) issued and outstanding share of Voting Common Stock of the Corporation shall thereby and thereupon be divided into fifty (50) shares of validly issued, fully paid and non-assessable shares of Voting Common Stock.

Each person or entity who, as of the date of the filing of these Amended and Restated Articles of Incorporation, held of record any issued and outstanding shares of Voting Common Stock shall receive, upon surrender of such person's or entity's certificate(s) for such Voting Common Stock to the Corporation's president, secretary or other authorized agent, a new stock certificate(s) to evidence and represent the number of shares of post-split Voting Common Stock to which such person is entitled after the filing of these Amended and Restated Articles of Incorporation. Stock certificates of Voting Common Stock that are not exchanged will, after this stock split, represent the number of shares of post-split Voting Common Stock into which the pre-split Voting Common Stock represented by such certificate was divided.

Subject to the provisions of any applicable law, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, or any future amendments thereof, the holders of outstanding shares of post-split Voting Common Stock shall exclusively possess the voting power for the election of directors and for all other matters to be approved by the Corporation's shareholders, each holder of record of shares of post-split Voting Common Stock being entitled

to one vote for each share of post-split Voting Common Stock standing in his name on the books of the Corporation.

**ARTICLE IV  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 200 South Biscayne Boulevard, Suite 300, Miami, Florida 33131.

**ARTICLE V  
BOARD OF DIRECTORS**

The Corporation shall have such number of Directors as provided in its Bylaws, as amended from time to time.

**ARTICLE VI  
REGISTERED AGENT**

The name and address of the registered agent of this Corporation is BSPA Corporate Services, Inc., 350 East Las Olas Boulevard, Suite 1000, Ft. Lauderdale, Florida 33301.

The written acceptance of the registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is attached hereto.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles to be executed this 17<sup>th</sup> day of December, 2007.

Houck Anderson P.A.

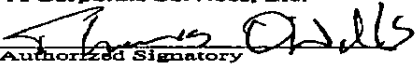
By: Mark R. Houck  
Mark R. Houck  
President

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the Registered Agent of the Corporation, and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: December 17, 2007

BSPA Corporate Services, Inc.

By:   
Authorized Signatory