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BASIC AMENDMENT

AKERMAN, SENTERFITT & EIDSON, P.A.

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*Amended & Restated
Articles*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

AKERMAN, SENTERFITT & EIDSON, P.A.

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of **AKERMAN, SENTERFITT & EIDSON, P.A.**, a Florida professional service corporation, are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation (the "Corporation") shall be **Akerman, Senterfitt & Eidson, P.A.** and its principal place of business shall be 255 South Orange Avenue, 17th Floor, Orlando, Florida 32801.

ARTICLE II

PURPOSE: GENERAL POWERS

The purpose for which this Corporation is organized is to engage in every phase and aspect of the business of rendering professional legal services to the public. The Corporation shall have all the powers granted to professional service corporations pursuant to the Florida Professional Service Corporation and Limited Liability Company Act, as amended, including all of the powers of a Florida corporation pursuant to the Florida Business Corporation Act and nothing herein shall be construed as limiting or eliminating any such powers.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue Twenty Million (20,000,000) shares of common stock, each having a par value of one cent (\$0.01) per share, and all of such shares shall be in a single class. None of the shares of this Corporation may be issued to any person or entity other than an individual duly licensed as an attorney at law under applicable law or except as may otherwise be permitted by law.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 255 South Orange Avenue, 17th Floor, Orlando, Florida 32801, and the registered agent of this Corporation at that address shall be Robert B. Nadeau, Jr.

ARTICLE V

BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested exclusively in the Shareholders.

ARTICLE VI

DISSOLUTION

Any proposal to dissolve the Corporation must be approved by not less than seventy-five percent (75%) of all votes entitled to be cast on that proposal.

ARTICLE VII

INDEMNIFICATION

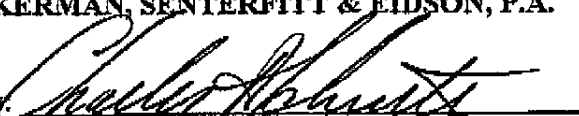
The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

The foregoing was recommended to the Shareholders by the Board of Directors pursuant to a Resolution adopted at a duly called and held meeting of the Board of Directors on July 25, 1997. The holders of Class A and Class B shares were entitled to vote separately on the foregoing Articles and the number of votes cast in favor of the said Articles by the Shareholders in each voting group was sufficient for approval by that voting group. The foregoing was adopted by the Shareholders on August 30, 1997.


IN WITNESS WHEREOF, AKERMAN, SENTERFITT & EIDSON, P.A. has caused these Amended and Restated Articles of Incorporation to be executed by its duly

authorized officers and its corporate seal to be affixed hereto this 11th day of May, 2000.

AKERMAN, SENTERFITT & EIDSON, P.A.

By 
Charles A. Schuette, President

Attest:


Jonathan Goodman

[Corporate Seal]