State of Florida

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on June 15, 1995, for BECKER & POLIAKOFF, P.A., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 490721.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Twenty-first day of June, 1995

Sandra B.orcham
Secretary of State
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BECKER & POLIAKOFF, P.A.

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the undersigned Corporation adopts Amended and Restated Articles of Incorporation which amend and restate the Articles of Incorporation of Becker & Poliakoff, P.A. in their entirety. These Amended and Restated Articles of Incorporation were adopted by a vote of more than 75% of the Directors and the Shareholders of the Corporation on May 12, 1995. The vote of each class of stock exceeded the amount necessary to adopt these amended and restated articles of incorporation.

ARTICLE I
NAME

The name of this Corporation is BECKER & POLIAKOFF, P.A.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of rendering professional legal services and related services and transacting any and all lawful business permitted for such a professional service corporation under Chapters 607 and 621 of the Florida Statutes.

ARTICLE III
STOCK

3.1 This Corporation is authorized to issue 1000 shares of Preferred Stock, two shares of Class A Common Stock, 50 shares of Class B Common Stock, and 50 shares of Class C Common Stock, all of which have a par value of $1.00 per share.

3.2 Except to the extent required by law, the Preferred Stock and Class C Common Stock shall be non-voting. The holders of Class C Common Stock shall have only such rights as set forth in the Bylaws of the Corporation.

3.3 The holders of Preferred Stock shall be entitled to receive the net assets of the Corporation upon liquidation in proportion to their ownership of shares of Preferred Stock. In addition, the holders of Preferred Stock shall be entitled to receive any dividends declared by the Corporation in preference and priority over the holders of common stock. The holders of common stock shall not have any rights to the assets of the Corporation upon liquidation.
3.4 The Class A Common Stock and Class B Common Stock shall have equal, unlimited voting powers, except as follows: The holders of Class A Common Stock may, by concurrence of the holders of all of the outstanding shares of Class A Common Stock, veto any matter approved by the Shareholders, or the Board of Directors. In matters relating to salaries, bonuses, admission of new Shareholders, and expulsion of existing Shareholders, the consent and concurrence of all of the holders of Class A Common Stock is required.

ARTICLE IV
REGISTERED AGENT

The street address of the registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the registered agent at that address is Robert J. Manne.

ARTICLE V
DIRECTORS

All Shareholders owning shares of Class A Common Stock or Class B Common Stock and Preferred Stock (a "Voting Shareholder"), by virtue of their stock ownership, shall automatically become a member of the Board of Directors of the Corporation. Conversely, the withdrawal from Voting Shareholder status shall automatically result in a resignation from the Board. The holders of Class C Common Stock ("Non-Voting Shareholders") shall not be eligible to serve on the Board of Directors. The powers of the Board shall be limited to those granted to it, from time to time, by the Bylaws.

ARTICLE VI
MANAGEMENT AND VOTING

Provisions pertaining to the management of the Corporation and voting of Shareholders and Directors shall be contained in the Bylaws of the Corporation.

ARTICLE VII
ADDRESS

The principal office and mailing address of the Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312.
ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify, defend, save and hold harmless its officers and Directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX
PERPETUAL EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 12 day of June, 1995.

BECKER & POLIAKOFF, P.A.

by: ____________________________
Gary A. Poliakoff, Pres.

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

Robert J. Manne, Esquire
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TO

BYLAWS

OF

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CORPORATE BYLAWS
OF
BECKER & POLIAKOFF, P.A.

ARTICLE I
OFFICES

The principal office shall be in Broward County, Florida. The Corporation may also have offices at such other places, both within and without the State of Florida, as the President of the Corporation or the board of directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
SHAREHOLDERS

Section 1. Annual Meeting. An annual meeting of the Voting Shareholders of this Corporation shall be held not more than four months after the end of each fiscal year for the purpose of transacting such business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the shareholders may be called at any time by the President or by a majority of the board of directors, and shall be called by the President or the secretary at the request in writing of a majority of the board of directors then in office, or at the request of at least three Voting Shareholders (defined as the holders of shares of Class A Common Stock or Class B Common Stock and Preferred Stock). Such request shall state the purpose of the proposed meeting. Business transacted at any special meeting of shareholders shall be limited to the purpose stated in the notice thereof.

Section 3. Place of Meeting. All meetings of shareholders shall be held at the principal office of the Corporation or at such other convenient place designated by the President of the Corporation or the board of directors.

Section 4. Notice of Meeting. Written notice stating the place, day and time of the meeting and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten nor more than 60 days before the date of the meeting, either personally, by mail (either U.S. postal Service or inter office), by electronic mail or by facsimile, to each shareholder of record entitled to vote at the meeting. Shareholders not entitled to vote at the meeting shall not be entitled to attend unless invited to attend by the President or the board of Directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail or inter office mail, addressed to the shareholder at the address of the
office at which he or she regularly works. If notice is given by electronic mail or facsimile, such notice shall be deemed to be delivered when the confirmation is received by the facsimile machine of the sender or the sending computer of the electronic mail, as the case may be. Any shareholder may waive notice of any meeting, either before, at or after such meeting. The attendance of a shareholder at a meeting in person or by telephone shall constitute a waiver of notice of such meeting, except where a shareholder attends a meeting for the sole and express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Voting Lists. The officer having charge of the stock transfer books for shares of the Corporation shall make, at least ten days before each meeting of shareholders, a complete list of Voting Shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address and number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any Voting Shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Voting Shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the Voting Shareholders entitled to examine such list or to vote at any meeting of the shareholders. If stock certificates are replaced by a stock ledger and electronic record keeping, then hard copies of any electronic records shall be printed and made available and shall replace the stock transfer book for this purpose.

Section 6. Quorum. A majority of the Voting Shareholders of the Corporation (with each person being counted once regardless of the number of shares of any class of stock held by him or her), represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the Voting Shareholders are represented at a meeting, a majority of the Voting Shareholders so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. Voting of Shares. Except as provided in the Articles of Incorporation or the Shareholders Agreement dated January 1, 1994 and executed by the Corporation and all of the Voting Shareholders, each Voting Shareholder entitled to vote shall at every meeting of the shareholders be entitled to one vote. The affirmative vote of a majority of the Voting Shareholders shall be required to pass any motion, except for amendments to the Articles of Incorporation or Bylaws or the addition or removal of a shareholder which shall require the concurrence of at least two-thirds of the Voting Shareholders.
The Preferred Stock and Class C Common Stock shall be non-voting. The Class A Common Stock and Class B Common Stock shall have equal voting powers, except as follows: The holders of Class A Common Stock may, by concurrence of each of the outstanding two shares, veto any matter approved by the Voting Shareholders, or the Board of Directors. In matters relating to salaries, bonuses, admission of new Shareholders, and expulsion of existing Shareholders, the consent and concurrence of all of the holders of the Class A Common Stock is required.

Section 8. Proxies. At all meetings of shareholders, an Voting Shareholder may vote by proxy, executed in writing or submitted by facsimile or electronic mail by the Voting Shareholder or by his duly authorized attorney-in-fact. Such proxies shall be filed with the secretary of the Corporation before or at the time of the meeting.

Section 9. Informal Action by Shareholders. Unless otherwise provided by law or by the Articles of Incorporation, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the number of Voting Shareholders that would be necessary to authorize such action at a meeting at which all shares entitled to vote thereon were present and voted.

Section 10. Licensed Shareholders and Officers. All shareholders and officers of this Corporation shall be duly licensed by the State of Florida to perform the same professional service for which the Corporation was organized. No professional services shall be rendered except through duly licensed officers, employees or agents of the Corporation. Any shareholder, officer, agent or employee of this Corporation who becomes legally disqualified to render services for the Corporation or who accepts employment that places restrictions or limitations upon his rendering of professional services for the Corporation shall sever all employment with, and financial interest in, the Corporation.

Section 11. Action by Telephonic Conference. The Voting Shareholders may act at a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Non-Voting Shareholders. The holders of Class C Common Stock shall have such rights as are determined from time to time by resolution of the Board of Directors.
ARTICLE III
BOARD OF DIRECTORS

Section 1. Number, Tenure, and Qualifications. The board of directors of the Corporation shall consist of each and every Voting Shareholder of the Corporation. The number of directors shall be automatically altered from time to time as Voting Shareholders are added to or removed from the Corporation. Each director shall hold office until he or she is no longer an Voting Shareholder of the Corporation.

Section 2. Annual Meeting. After each annual meeting of shareholders, the board of directors shall hold its annual meeting at the same place as and immediately following such annual meeting of shareholders for the purpose of the election of officers and the transaction of such other business as may come before the meeting. No notice of the annual meeting shall be required. The election of officers is subject to the provisions of Section 5 of Article IV.

Section 3. Special Meetings. Special meetings of the board of directors may be called by the chairman of the board, if there is one, by the President or by any two directors. The person or persons authorized to call special meetings of the board of directors may fix the place for holding any special meetings of the board of directors called by them. Any special meeting may be held by telephone conference.

Section 4. Notice. Notice of any special meeting shall be given at least three days prior thereto by written notice delivered to each director in the same manner as notice to shareholders as provided in Article II. Any director may waive notice of any meeting, either before, at or after such meeting. The attendance of a director at a meeting in person or by telephone shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the sole and express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. A majority of the directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

Section 6. Manner of Action. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors except for amendments to the Articles of Incorporation or Bylaws or the addition or removal of a Shareholder which shall require the concurrence of at least two-thirds of the Directors.
Section 7. Action by Telephonic Conference. The directors may act at a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 8. No Compensation. The directors shall not be paid for attendance at each meeting of the board of directors, or any stated salary as directors.

Section 9. Presumption of Assent. A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless he voted against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 10. Informal Action by Board. Any action required or permitted to be taken by any provision of law, of the Articles of Incorporation or of these bylaws at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the board or of such committee, as the case may be.

Section 11. Removal. Any director shall automatically be removed without any further action to be taken by the Voting Shareholder or directors as soon as that director is no longer an Voting Shareholder of the Corporation.

ARTICLE IV
OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, a secretary and a treasurer, each of whom shall be elected by the board of directors. The board of directors may also elect a chairman of the board, one or more vice presidents, one or more assistant secretaries and assistant treasurers and such other officers as the board of directors shall deem appropriate. The same person may hold more than one office and may hold all offices of the Corporation.

Section 2. Election and Term of Office. The officers of the Corporation (other than the President) shall be elected annually by the board of directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been elected and qualified, or until death, resignation or removal.

Section 3. Removal. Any officer (other than the President) elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interest of the Corporation will be served thereby.
Section 4. Vacancies. A vacancy due to death, resignation, removal, disqualification or otherwise may be filled by the board for the unexpired term.

Section 5. Duties of Officers. The President shall be the chief executive officer, shall undertake the general and active management of the affairs of the Corporation, shall preside at all meetings of shareholders, and shall preside at all meetings of directors. The secretary shall have custody of and maintain all corporate records, shall record the minutes of all meetings of shareholders and directors, and shall send out notices of meetings. The secretary, treasurer and all other officers shall perform such other duties as may be prescribed by the board of directors or President.

The day to day affairs of the Corporation shall be governed by the President of the Corporation. The initial President shall be Gary A. Poliakoff, who shall serve until January 1, 2005. Thereafter, unless Gary A. Poliakoff sooner resigns, withdraws from the Corporation or as a result of a permanent disability, incompetency or death is removed from office, the President shall be elected by a majority of the Board and shall serve for a five (5) year term. If Gary A. Poliakoff leaves the presidency during the initial term, he will be succeeded by Alan S. Becker who will serve out said term on the same conditions. Any President, subsequent to the initial term of Gary A. Poliakoff, may be removed from office, with or without cause, by the affirmative approval of seventy-five (75%) percent of the Board of Directors.

The actions of the President are to be exercised in consultation with and be subject to the rights of holders of Class A Common Stock.

In conducting the affairs of the Corporation, the President shall cause to be held not less than four quarterly Board meetings to report on the current state of affairs of the Corporation. In addition, the President shall call at least one (1) three-day Voting Shareholder retreat during each calendar year for purposes of providing an opportunity for the Voting Shareholders to express their views and opinions concerning the goals and direction of the Corporation.

Section 6. Compensation Committee. There shall be a Compensation Committee consisting of five (5) members. Three members (known as "Life Members") shall be elected for "life". Two members (known as "Term Members") shall serve for a term of two (2) years. The initial Life Members shall be Gary A. Poliakoff, Alan S. Becker and Robert J. Manne. Life Membership is deemed to include service on the Compensation Committee so long as said individual is a full time employee of the Corporation. A vacancy in Life Membership shall be filled by the Board, with the concurrence of all of the holders of Class A Common Stock. Term Members shall be appointed to office by the Life Members. Term Members may not serve consecutive terms. The Compensation Committee shall have exclusive right and authority, subject to the rights of holders of Class A Common Stock, to determine the
salaries and bonuses of all Corporate employees, and to determine discretionary
distribution of Corporate profits.

Section 7. Delegation of Duties. In the absence of or disability of any officer
of the Corporation or for any other reason deemed sufficient by the board of directors,
the board may delegate his powers or duties to any other officer or to any other
director.

ARTICLE V
COMMITTEES

Section 1. Creation of Committees. The board of directors may, by resolution
passed by a majority of the board, designate one or more other committees. Such
committees shall have such functions and may exercise the powers of the board of
directors as can be lawfully delegated and to the extent provided in the resolution or
resolutions creating such committee or committees.

Section 2. Meetings of Committees. Regular meetings of the committees may
be held without notice at such time and at such place as shall from time to time be
determined by the committees, and special meetings of the committees may be called
by any member thereof upon three days’ notice to each of the other members of such
committee, or on such shorter notice as may be agreed to in writing by each of the
other members of such committee, given either personally or in the manner provided
in Section 4 of Article II of these bylaws (pertaining to notice for shareholders
meetings).

Section 3. Vacancies on Committees. Vacancies on the committees shall be
filled by the President.

Section 4. Quorum on Committees. At all meetings of the committees, a
majority of the committee’s members then in office shall constitute a quorum for the
transaction of business.

Section 5. Manner of Action of Committees. The acts of a majority of the
members of a committee, present at any meeting at which there is a quorum, shall be
the act of such committee.

Section 6. Minutes of Committees. The committees shall keep regular minutes
of their proceedings and report the same to the board of directors when requested.
ARTICLE VI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify any person made or threatened to be made a
party to any threatened, pending or completed action, suit or proceeding, whether
civil, criminal, administrative or investigative (other than an action by, or in the right
of, the Corporation), brought to impose a liability or penalty on such person in his
capacity of director, officer, employee or agent of this Corporation against judgments,
fines, amounts paid in settlement and expenses, including attorneys’ fees, actually and
reasonably incurred as a result of such action, suit or proceeding, or any appeal
thereof, if he acted in good faith in the reasonable belief that such action was in the
best interests of this Corporation, and in criminal actions or proceedings without
reasonable ground for belief that such action was unlawful. The termination of any
such civil or criminal action, suit or proceeding by judgment, settlement, conviction
or upon a plea of nolo contendere shall not in itself create a presumption that any
director or officer did not act in good faith in the reasonable belief that such action
was in the best interests of this Corporation or that he had reasonable ground for
belief that such action was unlawful. The foregoing rights of indemnification shall
apply to the heirs and personal representatives of any such director, officer, employee
or agent and shall not be exclusive of other rights to which he may be entitled.

ARTICLE VII
CERTIFICATES OF STOCK

Section 1. Certificates for Shares. Every holder of stock in the Corporation
shall be entitled to have either a certificate signed by, or in the name of, the
Corporation, by the chairman of the board, the President or a vice president and the
treasurer or an assistant treasurer, or the secretary or an assistant secretary of the
Corporation, or a statement pursuant to 607.0625 and 607.0626, F. S. exhibiting the
holder’s name and certifying the number of shares owned by the holder in the
Corporation. The certificates shall be numbered and entered in the books of the
Corporation as they are issued.

Section 2. Transfer of Shares. Transfers of shares of the Corporation shall be
made upon the Corporation’s books upon surrender of the certificate of stock, if any,
for cancellation. The person in whose name shares stand on the books of the
Corporation shall be deemed by the Corporation to be the owner thereof for all
purposes and the Corporation shall not be bound to recognize any equitable or other
claim to or interest in such share on the part of any other person whether or not the
Corporation shall have express or other notice thereof, unless otherwise provided by
the laws of the State of Florida.
Section 3. Lost Certificates. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed.

ARTICLE VIII
CLOSING OF TRANSFER BOOKS
AND FIXING RECORD DATE

For the purpose of determining shareholders entitled to notice of, or to vote at any meeting, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the board of directors may close the stock transfer books of the Corporation as provided by law.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall be the 12-month period selected by the board of directors as the taxable year of the Corporation for federal income tax purposes.

ARTICLE X
SEAL

The seal of the Corporation shall be as follows:

ARTICLE XI
AMENDMENTS

Section 1. Bylaws. The bylaws shall be subject to alteration or repeal, and new bylaws may be made, by the affirmative vote of at least two-thirds of the Voting Shareholders at any annual or special meeting of shareholders, provided that the notice or waiver of notice of such meeting shall have set forth in full therein the proposed amendment.
Section 2. Articles of Incorporation. The Articles of Incorporation shall be subject to alteration or repeal, and amended or amended and restated Articles of Incorporation may be made, by the affirmative vote of at least two-thirds of the Voting Shareholders at any annual or special meeting of shareholders, provided that the notice or waiver of notice of such meeting shall have set forth in full therein the proposed amendment.

Section 3. Consent of Class A Shareholders. Notwithstanding the provisions of Sections 1 and 2, no amendment to the Articles of Incorporation or the Bylaws may be made which adversely affects the rights of the holders of Class A Stock without the unanimous consent of the then holders of Class A Stock.
EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 et seq., that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date Printed Name  
3/7/22 Omar Franco
3/7/22 Chris Berardini