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FILED
in the office of the Secretary of State
of the State of California

SEP 12 2006

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RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and the secretary,
of **The Wyatt Financial Asset & Insurance Agency, Los Angeles**, a
California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to
reads as follow

ARTICLES OF INCORPORATION

of

The Wyatt Financial Asset & Insurance Agency, Los Angeles, Inc.

I

The name of this corporation is : The Wyatt Financial Asset & Insurance Agency, Los Angeles, Inc.

II

- A. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.
- B. This corporation is a close corporation as defined by California Corporation Code §158(a).

III

This article intentionally omitted

IV

The corporation is authorized to issue only one (1) class of shares of stock designated as "Common Stock, all of the corporation's issued shares of all classes shall be held of record by not more than 35 persons, and the total number of shares which this corporation is authorized to issue is 1,000.

V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

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3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.
 4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in the accordance with Sections 902 and 158(b), California Corporation Code. The total number of outstanding shares of the corporation is 1,000. The number of shares voting in the favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 100%.

We further declare under penalty of perjury under the laws of the state of California that the matters set forth in this certificate are true and correct of out own knowledge

DATE: 8/28/06


President JEREMY LECLAIR

Secretary JEREMY LECLAIR