

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : ROBERT W. BROWNING, JR. P.A.
Account Number : I20020000118
Phone : (941)951-0707
Fax Number : (941)951-7702

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03 APR -7 PM 4:22
DIVISION OF CORPORATIONS

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BASIC AMENDMENT**SHAWNDR BAIRD REALTY SERVICES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

Amended &
Restated

DC
4/8/03

4/7/2003

Amended & Restated
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SHAWNDRRA BAIRD REALTY SERVICES, INC.**

ARTICLE ONE. NAME

The name of the corporation is SB REALTY, INC.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE FOUR. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 1455 Tallevast Rd. Suite L1000, Sarasota, FL 34243.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Second St., Suite 880, Sarasota, FL 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

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ARTICLE EIGHT. INCORPORATOR

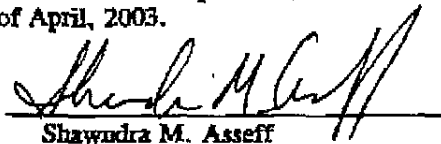
The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney
1800 Second St., Suite 880
Sarasota, Fl. 34236

ARTICLE NINE. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

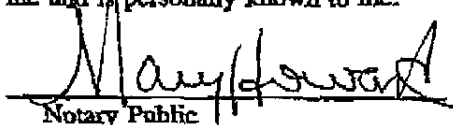
The undersigned, being the President and sole director of the corporation, has executed these Amended Articles of Incorporation this 4th day of April, 2003.


Shawndra M. Asseff

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4th day of April, 2003, by Shawndra M. Asseff, who personally appeared before me and is personally known to me.



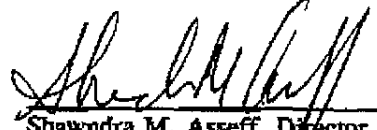

Notary Public

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CERTIFICATE

The undersigned, being the President and sole director of Shawndra Baird Realty Services, Inc. (the "Corporation"), hereby certifies that the Restated Articles of Incorporation of the Corporation attached hereto (which change the corporation's name) do not contain any amendments requiring the approval of the shareholders and that the Board of Directors adopted the Restated Articles on April 4, 2003.


Shawndra M. Asseff, Director

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WALLACE BROWNING

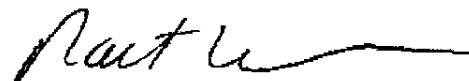
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ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: April 4, 2003



ROBERT W. BROWNING, JR.

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