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*Amended &
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2007 JUN 11 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2007 JUN 11 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NAPLES REALTY SERVICES, INC.**

The undersigned, being all of the shareholders of Naples Realty Services, Inc. (the "Company"), all being natural persons of the age of twenty-one (21) years or more, for the purpose of amending and restating the articles of incorporation of the Company, do hereby adopt the Amendments to the Articles of Incorporation of the Company and hereby restate the Amended Articles of Incorporation in their entirety.

ARTICLE I

The name of the Corporation is Naples Realty Services, Inc, and the street and mailing address of the Corporation is 4980 N. Tamiami Tr., Ste. 200, Naples, Fl 34103.

ARTICLE II

The street address of the initial registered office of the corporation shall be 4980 N. Tamiami Tr., Ste. 200, Naples, Fl 34103, and the name of the initial registered agent at that address shall be John Steinwand.

ARTICLE III

There shall be two classes of capital stock of the Corporation: Class A Stock and Class B Stock. Each class will have a par value of \$1.00 per share. The rights of the shareholders of Class A stock and Class B stock shall be identical in all respects, except that Class A shareholders shall be entitled to elect one director of the Company and Class B shareholders shall be entitled to elect on director of the Company.

ARTICLE IV

The name and address of the incorporators are as follows:

John Steinwand
4980 N. Tamiami Tr., # 200,
Naples, Fl 34103

Theresa Miller
4980 N. Tamiami Tr., # 200,
Naples, Fl 34103

Bruce Mazzola
4980 N. Tamiami Tr.,# 200,
Naples, Fl 34103

ARTICLE V

The Board of Directors of the Corporation shall consist of 2 persons who shall be elected at the first meeting of the stockholders, in accordance with the Class A and Class B stock voting rights but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The names and addresses of the members of the Board of Directors, who shall hold office until their successors are elected or appointed and have qualified are:

Directors:

John Steinwand
4980 N. Tamiami Tr., # 200,
Naples, Fl 34103

Gwendolyn Martin
4980 N. Tamiami Tr., # 200,
Naples, Fl 34103

ARTICLE VI

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, promoted and carried on by the Corporation are to do any and all business permitted under the laws of the State of Florida.

ARTICLE VII

The By-Laws of this Corporation may be amended, altered or repealed by the Board of Directors.

ARTICLE VIII

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

ARTICLE IX

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such person if

any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE X

Each director or officer, or former director or officer of this Corporation and his or her legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI

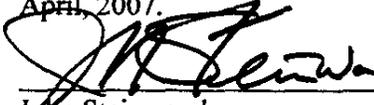
No holder of common shares of this Corporation shall be entitled of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

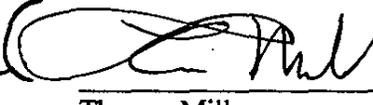
The date of adoption of the amended and restated Articles of Incorporation was April 30, 2007.

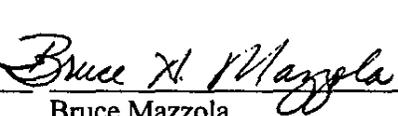
The Effective Date of the Amended and Restated Articles of Incorporation was April 30, 2007.

The Amended and Restated Articles of Incorporation were approved by the unanimous written consent of all of the shareholders of the Company.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders of the Company, have hereunto executed these Amended and Restated Articles of Incorporation on this 30th day of April, 2007.

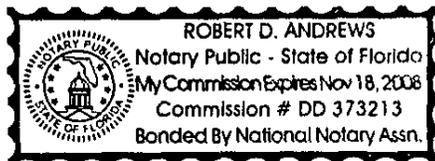

John Steinwand


Theresa Miller


Bruce X. Mazzola

STATE OF FLORIDA
COLLIER COUNTY

The foregoing instrument was acknowledged before me this 30th day of April, 2007 by John Steinwand, Theresa Miller and Bruce Mazzola who are personally known to me or who has produced _____ as identification and who did (did not) take an oath.





Notary Public Robert D. Andrews
Name:

(Print or type)

Certificate No:

My commission expires: 11-18-08