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From-Kirk Pinkerton Law Firm

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Division of Corporations

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Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION
Account Number : 071670002600
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

BROUN AND COMPANY, INC.

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Amend Restate
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FAX AUDIT # H06-66684

STATE OF FLORIDA
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BROUN AND COMPANY, INC.

Pursuant to Sections 607.1006 and 607.1007, Florida Statutes, this Florida corporation, desiring to amend and restate its Articles of Incorporation in their entirety which were filed on March 18, 2003, under the name of Broun and Company, Inc. does certify as follows:

"Article 1. Name. The name of the Corporation is:

Broun & Company Real Estate, Inc.

Article 2. Mailing Address. The mailing address of the Corporation is:

6178 Misty Oaks Drive
Sarasota, Florida 34243

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To conduct the business and services of general real estate including buying, selling, renting, auctioning, leasing, exchanging, appraising in a non-federally related transaction, and advertising rental property or lists.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty Bar #0436879

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Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have \$0.10 par value.

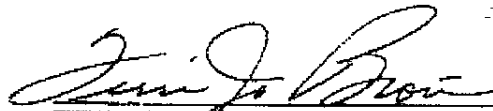
Article 6. Registered Office and Agent. The street address of the Registered Office of the Corporation is 6178 Misty Oaks Drive, Sarasota, Florida 34243, and the name of its initial Registered Agent at that address is Terri J. Broun.

Article 7. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law."

These Amended and Restated Articles of Incorporation were approved by the Director without Shareholder approval. No shares of stock in this Corporation have been issued.

Signed this 13 day of March, 2006.



TERRI J. BROUN, Director

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Mar-13-06

13:56

From-Kirk Pinkerton Law Firm

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FAX AUDIT # H06-66684

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Broun & Company Real Estate, Inc. which is contained in the foregoing Amended and Restated Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 13 day of March, 2006.


TERRI J. BROUN
Registered Agent