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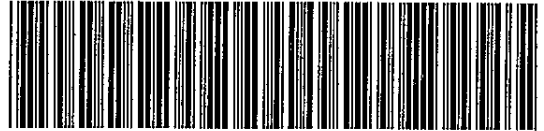
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**SALTER, FEIBER, YENSER, MURPHY & HUTSON, P.A.**

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AND PENNSYLVANIA

March 30, 2004

Via Federal Express

Amendment Section  
Division of Corporations  
409 W. Gaines Street  
Tallahassee, FL 32399

Re: Susan Ellis, Inc.  
Document No. P04000046966  
Our File #: 04-370.3

Dear Sir/Madam:

Enclosed please find the original Articles of Amendment to Articles of Incorporation of Susan Ellis, Inc. for filing.

Also enclosed please find this firm's check in the amount of \$35.00 for the fee for this matter. For your convenience, I have enclosed a self-addressed stamped envelope. We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

SALTER, FEIBER, YENSER,  
MURPHY & HUTSON, P.A.



Jenny Wroath  
Legal Assistant to Denise Lowry Hutson

Enclosures

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SUSAN ELLIS, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

1. **NEW CORPORATE NAME:**

Pursuant to Section 607.1805, the name of Susan Ellis, Inc. is hereby changed to SUSAN ELLIS, P.A.

2. **AMENDMENTS ADOPTED:**

The Articles of Incorporation are hereby amended in their entirety to read as follows:

**ARTICLES OF INCORPORATION  
OF  
SUSAN ELLIS, P.A.**

THE UNDERSIGNED subscriber to these Articles of Incorporation of a Professional Service Corporation, a natural person competent to contract, and admitted to practice as a realtor under the laws of the State of Florida, does hereby form a Professional Service Corporation under the laws of the State of Florida, of the United States of America.

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE** -- The name of this corporation shall be **SUSAN ELLIS, P.A.** The street address and the mailing address of the principal office is 10902 NW 32<sup>nd</sup> Avenue, Gainesville, Florida 32606.

**ARTICLE II**

**DURATION.** -- The period of duration of this Corporation shall be perpetual, commencing on March 9, 2004 and acknowledgment of these articles.

**ARTICLE III**

**PURPOSE.** -- The nature of the business to be transacted by this Professional Service Corporation and the purpose thereof is to render professional realty services to the general public and to do all things in connection therewith that are customarily done by licensed realtors under the laws of the State of Florida, and in accordance with "the Professional Service Corporation Act", Chapter 621 of the laws of Florida, and to do such other things permitted under Chapter 607 of the laws of Florida not in conflict with Chapter 621. The Corporation may own real or personal property necessary for the rendering of professional services. The Corporation shall not engage in any business other than the practice of real estate sales and service.

#### ARTICLE IV

**CAPITAL STOCK.** -- This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

**BY-LAWS.** -- The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

#### ARTICLE VI

**INITIAL REGISTERED OFFICE AND AGENT.** -- The street address of the principal office of the initial registered office of this Corporation is 10902 NW 32<sup>nd</sup> Avenue, Gainesville, FL 32606, and the initial registered agent of this corporation is Susan Ellis and her address is 10902 NW 32<sup>nd</sup> Avenue, Gainesville, FL 32606.

#### ARTICLE VII

**INITIAL BOARD OF DIRECTORS.** -- This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one (1). The name and address of the initial Director of this Corporation is Susan Ellis, 10902 NW 32<sup>nd</sup> Avenue, Gainesville, Florida 32606.

#### ARTICLE VIII

**INCORPORATOR.** -- The name and address of the person signing these Articles of Incorporation is Susan Ellis, 10902 NW 32<sup>nd</sup> Avenue, Gainesville, FL 32606.

#### ARTICLE IX

**LIMITATION OF CORPORATE STOCK.** -- No one other than an individual who is duly licensed as a real estate agent under the laws of the State of Florida may own any corporate stock of this Corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of the stock.

(a) If any officer, shareholder, agent or employee of this Corporation who has been rendering professional services to the public contemplated by these Articles becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restriction or limitations upon his or her continued rendering of such professional services, that person shall sever all employment and terminate all financial interest in this Corporation.

(b) No shareholder of the Corporation may sell or transfer his or her stock in this Corporation except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his or her shares may not be voted or counted for any purpose at said meeting.

(c) In the event that there is more than one shareholder in the Corporation, before stock is issued to shareholders they must have negotiated with the other shareholders and/or the Corporation a buy-and-sell agreement providing for the redemption or disposition of their stock in the event their interest in the Corporation is terminated for any reason. An executed copy of the buy-and-sell agreement providing for the redemption or disposition of their stock in the event their interest in the Corporation is terminated for any reason. An executed copy of the buy-and-sell agreement must be filed with the Secretary of the Corporation and made a part of the records of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 29 day of March, 2004.

*Susan Ellis*  
\_\_\_\_\_  
SUSAN ELLIS, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 29 day of March, 2004, by **SUSAN ELLIS**. Such person(s):

- is/are personally known to me.
- produced a current Florida Driver's license as identification.
- produced \_\_\_\_\_ as identification.

(SEAL)



*Jennifer H. Wroath*  
 Print Name: Jennifer H. Wroath  
 Notary Public, State of Florida  
 My Commission Expires: \_\_\_\_\_  
 Serial Number, if any: \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **SUSAN ELLIS, P.A.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Article of Incorporation, at City of Gainesville, County of Alachua, State of Florida, has named SUSAN ELLIS located at 10902 NW 32<sup>nd</sup> Avenue, Gainesville, Florida 32606, as its agent to accept service of process within this State.

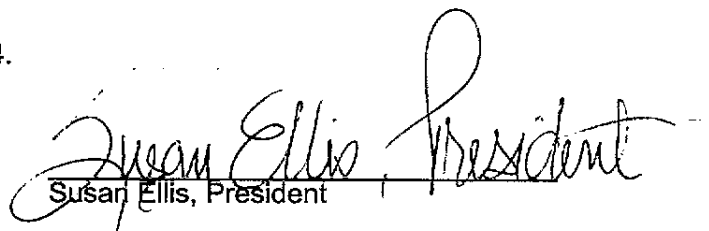
**ACKNOWLEDGE**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:   
SUSAN ELLIS

3. ***The date of the amendment adoption was March 9, 2004.***
4. ***The Effective date of the amendment is March 9, 2004.***
5. ***The amendment was approved by the sole shareholder. The number of votes cast for the amendment by the shareholder was sufficient for approval.***

Signed this 29 day of March, 2004.

  
Susan Ellis, President