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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 142684 7131731

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

ORDER DATE : January 13, 2005

ORDER TIME : 12:35 PM

ORDER NO. : 142684-005

CUSTOMER NO: 7131731

CUSTOMER: Scott M. Covell, Esq.
Clark Partington Hart Larry
Suite 301
34990 Emerald Coast Parkway
Destin, FL 32541

DOMESTIC AMENDMENT FILING

NAME: ROBERT EARL WARD REAL ESTATE, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: ____________

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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ROBERT EARL WARD REAL ESTATE, INC.

The undersigned, ROBERT EARL WARD, as President of ROBERT EARL WARD REAL ESTATE, INC., a Florida corporation, presents these Amended and Restated Articles of Incorporation for the purpose of changing its corporate nature to that of a professional service corporation pursuant to the provisions of Section 607.1805 and Chapter 621 of the Florida Statutes. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is:

ROBERT EARL WARD REAL ESTATE, P.A.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 392 South Shore Drive, Destin, FL 32550.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in every phase and aspect of the business of rendering services that a duly licensed real estate agent is authorized to render under the laws of the State of Florida, but such services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to act as real estate agents.

(b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to own real and personal property necessary for the rendering of services.

(c) To do everything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Amended and Restated Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives of the corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One ($1.00) Dollar per share. None of the shares of the corporation may be issued to anyone other than an individual duly licensed to provide real estate agent services in the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the registered office of this corporation is 392 South Shore Drive, Destin, Florida 32550, and the name of the registered agent of this corporation at that address is Robert Earl Ward.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have the number of directors determined in accordance with the Bylaws of the corporation, but the number of directors shall never be less than one (1). The corporation shall have one director initially. The name and address of the initial director of this corporation are:

Robert Earl Ward
392 South Shore Drive
Destin, Florida 32550

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Amended and Restated Articles of Incorporation are as follows:

Robert Earl Ward
392 South Shore Drive
Destin, FL 32550

ARTICLE VIII - EFFECTIVE DATE OF AMENDED AND RESTATED ARTICLES

The effective date of these Amended and Restated Articles of Incorporation is the date they are filed with the Florida Secretary of State.

ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

The stockholders of the corporation shall have the power to include in the bylaws, adopted by a majority of the stockholders of the corporation, or in a separate agreement executed by the parties to be bound by such agreement, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding stock of the corporation. Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock therein except to another individual who is eligible to be a stockholder of the corporation. If any stockholder becomes legally disqualified as a licensed real estate agent or accepts a position or employment that places restrictions or limitations upon his continued rendering of licensed services, such stockholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the bylaws or agreement adopted by the stockholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 10th day of January, 2005.

Robert Earl Ward

ROBERT EARL WARD
President

ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Robert Earl Ward Real Estate, P.A., formerly known as Robert Earl Ward Real Estate, Inc

Robert Earl Ward

ROBERT EARL WARD

CERTIFICATE

The undersigned, ROBERT EARL WARD, as President of ROBERT EARL WARD REAL ESTATE, INC., a Florida corporation, hereby presents the attached Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 607.1805, 607.1007 and Chapter 621 of the Florida Statutes, and hereby certifies that (i) the Amendment and Restatement of the Articles of Incorporation was adopted by the affirmative vote of the Board of Directors and the Stockholders on the 10th day of January, 2005; (ii) that the provisions of the original Articles of Incorporation, as initially filed with the Secretary of State on the 30th day of September, 2004, are being amended in their entirety (Articles I, II, III, IV, V, VI, VII, VIII, IX, X and XI), and such amendments were adopted by the affirmative vote of the Board of Directors and the Stockholders on the 10th day of January, 2005, and that the number of votes cast by owners of the common stock of the corporation, representing the only voting group required to vote on such amendments, was sufficient for approval of such amendments and amendment and restatement.

DATED this 10th day of January, 2005.

ROBERT EARL WARD
President