

LAW OFFICE OF BEN PROTANO

2500 HOLLYWOOD BOULEVARD, SUITE 411
HOLLYWOOD, FL 33020 U.S.A.

PHONE: (954) 927-6714 • FAX: (954) 927-6711
email: benprotanoesquire@hotmail.com

P02000105462

October 15, 2002

State of Florida
Division of Corporations
Attn: Corporate Amendment
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

400008412274- - 2
-10/16/02 --01093--002
*****52.50 *****52.50

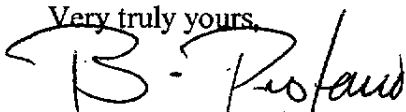
RE: 1 Stop Realtors Inc.

To Whom It May Concern:

Enclosed please find the original Amendment to Articles of Incorporation of 1 Stop Realtors Inc. Also, please find check number 1346 in the amount of \$52.50 (fifty-two dollars and 50 cents) which represents the fees necessary to amend the Articles of Incorporation and to obtain certified copies of the amendment and certificate of status.

If you have any questions or comments, please feel free to contact my office at the telephone number listed above.

Very truly yours,


Ben Protano, Esquire

BP/apu

Enclosures as stated

FILED
02 OCT 29 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/29/02
ag
am
n/ky



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 17, 2002

LAW OFFICE OF BEN PROTARO
2500 HOLLYWOOD BLVD., STE 411
HOLLYWOOD, FL 33020

SUBJECT: 1 STOP REALTORS INC.
Ref. Number: P02000105462

We have received your document for 1 STOP REALTORS INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Our records show Nelli Akalp as the incorporator. Marlon Holt cannot sign as the incorporator. Please make corrections to your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 402A00057904

LAW OFFICE OF BEN PROTANO

2500 HOLLYWOOD BOULEVARD, SUITE 411
HOLLYWOOD, FL 33020 U.S.A.
PHONE: (954) 927-6714 • FAX: (954) 927-6711
email: benprotanoesquire@hotmail.com

October 22, 2002

State of Florida
Division of Corporations
Attn: Anna Chesnut, Document Specialist
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

RE: 1 Stop Realtors Inc.
Response to Letter Number:402A00057904

Dear Anna Chesnut:

In response to your letter of October 17, 2002, I am enclosing the corrections to the Amendment to Articles of Incorporation of 1 Stop Realtors Inc. along with your letter of October 17, 2002. Please file the Amendment and forward certified copies of the amendment and certificate of status to our office. Check number 1346 in the amount of \$52.50 has been previously forwarded to cover costs associated with this filing.

Thank you for your prompt attention to this matter. If you have any questions or comments, please feel free to contact my office at the telephone number listed above.

Very truly yours,


Ben Protano, Esquire

BP/apu

Enclosures as stated

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
1 STOP REALTORS INC.**

FILED
02 OCT 29 PM 3:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: AMENDMENTS ADOPTED: Articles I, and IV shall be effectively amended to reflect the following: =

The undersigned, acting as Director for the purposes of forming a Professional Services Corporation under *Section 621* of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation and amending the article formerly filed.

ARTICLE I: The name of the Corporation is to be Marlon Holt, Real Estate Broker, P.A.

ARTICLE II: The principle place of business and mailing address of this Corporation shall be 620 SW 7th Street, #4, Fort Lauderdale, FL 33315.

ARTICLE III: The aggregate number of shares of stock that Marlon Holt, Real Estate Broker, P.A. shall have the authority to issue and have outstanding at any one time is 1500 shares of the Capital Stock with a par value of \$0.01 per share.

Initial Issue: 1500 shares of the Capital Stock of Marlon Holt, Real Estate Broker, P.A. shall be issued at a par value of \$0.01 per share.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of Marlon Holt, Real Estate Broker, P.A.

Class of Stock: The shares of Marlon Holt, Real Estate Broker, P.A. are not to be divided into Classes.

ARTICLE IV: The name and Florida street address of the existing Registered Agent are:

Marlon Holt
620 SW 7th Street, #4
Ft. Lauderdale, FL 33315

ARTICLE V: The name and address of the Incorporator is:

Nellie Akalp
30141 Agoura Road, Suite 205
Agoura Hills, CA 91301

ARTICLE VI: The purpose for which Marlon Holt, Real Estate Broker, P.A. is organized is to engage in any professional activity for which its shareholders are legally permitted, authorized, or licensed to conduct under the laws of the state of Florida and of the United States. The specific purpose is to render Real Estate Services including Transactions and Advising.

ARTICLE VII: The initial Board of Directors shall consist of one Director, Marlon Holt or his designee/successor; a director is not required to be a resident of the

state of Florida nor be a shareholder of Marlon Holt, Real Estate Broker, P.A. However, Marlon Holt, Real Estate Broker, P.A. shall be authorized to increase or decrease the number of members of the Board of Directors by a vote of two-thirds of the Shares of Stock in favor of such a proposal.

ARTICLE IIX: The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

Marlon Holt
620 SW 7th Street, #4
Ft. Lauderdale, FL 33315

ARTICLE IX: Two-thirds of the Stockholders of Marlon Holt, Real Estate Broker, P.A. shall be required for any shareholder action.

ARTICLE X: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders meeting, with not less than a two-thirds vote of the common stock.

ARTICLE XI: The holders of the common stock of Marlon Holt, Real Estate Broker, P.A. shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such share(s) of the stock of Marlon Holt, Real Estate Broker, P.A. as may be issued for money, any property, or services from time to time, in addition to that stock authorized and issued by Marlon Holt, Real Estate Broker, P.A. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE XII: Where permitted by law, the Board of Directors will be permitted to conduct meetings of the Board of Directors by conference telephone call, provided two-thirds of the Board of Directors consent to said meeting via conference telephone call. Said consent must be confirmed in writing.

SECOND: There are no exchanges of stock in relation to this amendment of articles.

There are no amendments to the classification of the stocks to be issued by Marlon Holt, Real Estate Broker, P.A.

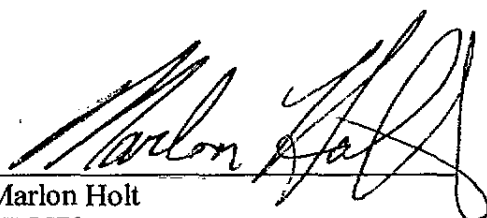
There are no cancellation of shares of stock of Marlon Holt, Real Estate Broker, P.A.

There are no amendments to be made to the number of shares authorized or outstanding of Marlon Holt, Real Estate Broker, P.A.

THIRD: Each amendment of the Marlon Holt, Real Estate Broker, P.A. shall be effective as of the date of certification from the State of Florida.

FOURTH: The amendments were adopted by the Director without shareholder action and shareholder action was not required.

IN WITNESS OF, the undersigned has made and subscribed Amendments to the Articles of Incorporation in Broward County, Florida, on this 23 day of October, 2002.


Marlon Holt
DIRECTOR