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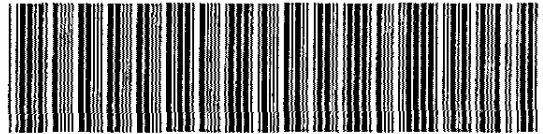
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TALLAHASSEE, FLORIDA

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Astrid de Parry, Esq.
Attorney at Law

ASTRID DE PARRY, P.A.

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107 East Church Street
DeLand, FL 32724

Phone: 386-736-1223

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January 31, 2005

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Conrad Realty Company
Our File No.: 10892-001

Dear Sir or Madam:

Enclosed please find the executed original plus one copy of the Amended and Restated Articles of Incorporation of Conrad Realty Company, a Florida corporation. I am also enclosing my firm's check no. 6714 in the amount of \$52.50 to cover the following fees:

1. \$35.00 Filing Fee for Amended and Restated Articles of Incorporation;
2. \$ 8.75 Certified Copy; and,
3. \$ 8.75 Certificate of Status.

Please send the certified copy and Certificate of Status to the undersigned counsel in the self-addressed stamped envelope provided for your convenience.

Thank you for your courtesies in this regard. Please do not hesitate to call our office if you have any questions concerning the foregoing.

ASTRID DE PARRY, P.A.

By: _____


Astrid de Parry, Esquire

AdP/kas
Enclosures
cc: Barbara Button Shepherd and
Joann Kramer

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AMENDED AND
RESTATED ARTICLES OF INCORPORATION
OF
CONRAD REALTY COMPANY

1. Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: **CONRAD REALTY COMPANY.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall

112 West New York Avenue
DeLand, Florida 32723-4112

ARTICLE III - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100,000 shares with a par value of \$1.00 per share.

ARTICLE IV - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is three. The names and addresses of the Directors are:

Barbara Button Shepherd
807 W. Howry Avenue
DeLand, FL 32720

Joann Kramer
2075 Central Parkway
DeLand, FL 32724

Jeff Shepherd
807 W. Howry Avenue
DeLand, FL 32720

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TALLAHASSEE, FLORIDA

ARTICLE V - OFFICERS

The names, addresses and titles of the Officers are as follows:

Barbara Button Shepherd, President, Treasurer
Joann Kramer, Vice President, Secretary

ARTICLE VI - REGISTERED AGENT AND STREET ADDRESS

The name and street address of the Registered Agent is:

Astrid de Parry, P.A.
107 East Church Street
DeLand, Florida 32724

ARTICLE VII - SHAREHOLDER QUOROM OR VOTING REQUIREMENTS

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than the minimum number required by the Florida Business Corporation Act.

ARTICLE VIII - DIRECTOR OF QUORUM OR VOTING REQUIREMENTS

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for the Board of Directors than the minimum number required by the Florida Business Corporation Act.

ARTICLE IX - AMENDMENT OF BYLAWS

The power to amend or repeal the Corporation's Bylaws is hereby reserved exclusively to the shareholders.

ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION

Any amendment to these Articles of Incorporation must be approved by not less than fifty (50) percent of all the votes entitled to be cast on any issue.

ARTICLE XI - EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Incorporation is: January 1, 2005.

2. The foregoing Amended and Restated Articles of Incorporation were duly adopted by the unanimous consent of all of the shareholders of the Corporation on January 18, 2005.

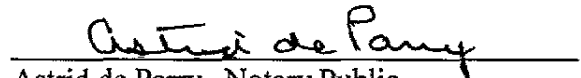
The undersigned has executed these Amended and Restated Articles of Incorporation this 31st day of January, 2005.


BARBARA BUTTON SHEPHERD, PRESIDENT

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared BARBARA BUTTON SHEPHERD, to me well known to be the person who executed the foregoing Amended and Restated Articles of Incorporation and she acknowledged before me that she executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 31st day of January, 2005.


Astrid de Parry, Notary Public
State of Florida at Large
My Commission Expires: 11/06/06

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