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RE/MAX OF FLORIDA, INC.

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Amendment
4/30/07
Dr

4/27/2007

APR. 27. 2007 6:10PM DON HACHENBERGER

NO. 643 P. 1

H07000115422

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
RE/MAX OF FLORIDA, INC.
FLORIDA DOCUMENT NUMBER: H14901**

Pursuant to the provisions of Section 607.1003, Florida Statutes, the undersigned corporation, RE/MAX OF FLORIDA, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to amend its Articles of Incorporation:

ARTICLE 1.

Name of the Corporation

The name of the Corporation is RE/MAX of Florida, Inc. and its Florida document number is H14901.

ARTICLE 2.

Text of the Amendments

The first amendment (the "First Amendment") is to designate 998 shares of the Corporation's authorized 20,000 shares of \$1.00 par value stock as non-voting stock. The first sentence of Article 4 of the Articles of Incorporation is amended to read as follows:

4. The aggregate number of shares which the corporation shall have authority to issue is Twenty Thousand Shares, Nineteen Thousand Two of which are Voting and Nine Hundred Ninety-Eight of which are non-voting, and having a par value of \$1.00 per share.

The second amendment (the "Second Amendment") is to add the following paragraph as 4.K. to the Articles of Incorporation:

The transfer of this stock is subject to the terms and conditions of the RE/MAX Regional Agreement between this Corporation and RE/MAX INTERNATIONAL, INC. These restrictions prohibit transfer without the approval of RE/MAX INTERNATIONAL, INC.

ARTICLE 3.

Date of Adoption

The First Amendment was adopted effective as of November 1, 2003 and the Second Amendment was adopted as of April 27, 2007.

ARTICLE 4.

Manner of Adoption

The First Amendment and the Second Amendment were adopted by all of the members of the Board of Directors and all of the Shareholders. The number of votes cast for each amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment as of April 27, 2007.

RE/MAX OF FLORIDA, INC.

By 
Donald J. Hachenberger, President

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