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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**ELIZABETH J. DAVIS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAY 30 AM 8:36

FILED

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 26, 2000

ELIZABETH J. DAVIS, INC.  
4444 W. HIGHWAY 30-A  
SANTA ROSA BEACH, FL 32459SUBJECT: ELIZABETH J. DAVIS, INC.  
REF: P00000016198

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the corporation as listed above must be reflected in the Amended and Restated Articles - you can list this name in the heading.

The statutes do not provide that an incorporator can adopt restated articles.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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Susan Payne  
Senior Section AdministratorFAX Aud. #: H00000028905  
Letter Number: 600A00030135

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
  
OF  
  
ELIZABETH J. DAVIS, INC.**

**FILED**  
00 MAY 30 AM 8:36  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned incorporator, ELIZABETH J. DAVIS, a natural person competent to contract, and licensed to render services as a real estate agent under the laws of the State of Florida, hereby presents these Amended and Restated Articles of Incorporation for the purpose of converting her previously formed corporation to a Professional Service Corporation pursuant to the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation will now be ELIZABETH J. DAVIS, P.A.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the corporation is #305 Town Center West, 95 Laura Hamilton Blvd., Santa Rosa Beach, Florida 32459.

**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 professional services that a real estate agent duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida.

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(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 professional 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 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 corporation is authorized to issue One Thousand (1000) shares of \$1.00 par value common stock.

#### **ARTICLE V - INITIAL CAPITAL**

The amount of capital with which the corporation shall begin business is One Hundred (\$100.00) Dollars.

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**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 151 Regions Way, Suite 6-A, Destin, Florida 32541, and the name of the initial registered agent of this corporation at that address is Melissa E. Johnson, Esq.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation:

Elizabeth J. Davis  
#305 Town Center West  
95 Laura Hamilton Blvd.  
Santa Rosa Beach, FL 32459

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles:

Elizabeth J. Davis  
#305 Town Center West  
95 Laura Hamilton Blvd.  
Santa Rosa Beach, FL 32459

**ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE**

The date for commencement of this corporation's existence shall be the date the Articles were originally filed with the Secretary of State of Florida (February 15, 2000).

**ARTICLE X - 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,

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 to practice medicine, or accepts employment that places restrictions or limitations upon his continued rendering of professional 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 XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on this 25 day of May, 2000.

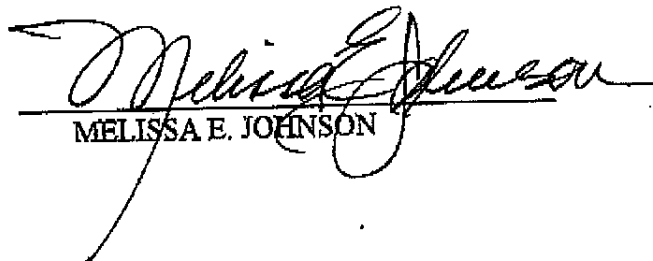
Elizabeth J. Davis  
ELIZABETH J. DAVIS

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ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of ELIZABETH J. DAVIS,

P.A. Further, I am familiar with and accept the duties and obligations of such designation.



MELISSA E. JOHNSON

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**CORPORATE RESOLUTION**  
**OF**  
**ELIZABETH J. DAVIS, INC.**

**WHEREAS**, on February 15, 2000, Melissa E. Johnson, Incorporator for Elizabeth J. Davis, Inc. filed the Articles of Incorporation with the Florida Department of State; and

**WHEREAS**, Elizabeth J. Davis, the sole shareholder of said corporation, is required to change the corporate structure from a standard corporation under Chapter 607, Florida Statutes, to a Professional Association under Chapter 621, Florida Statutes, since she is a Real Estate Agent licensed by the State of Florida. **THEREFORE**,

**BE IT HEREBY RESOLVED** that the corporate name of Elizabeth J. Davis, Inc. be and the same is hereby changed to Elizabeth J. Davis, P.A., a professional association under the laws of the State of Florida.

**BE IT FURTHER RESOLVED** that Amended and Restated Articles of Incorporation shall be filed with the State of Florida to accurately reflect the nature of this corporate entity.

**DATED** this 26 day of May, 2000.

  
\_\_\_\_\_  
**MELISSA E. JOHNSON, SECRETARY**

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