

P00000068342

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Fax Number : (850)922-4000

From: Account Name : ROBERT D. ROYSTON, JR., P.A.
Account Number : 110414000772
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

G.L. STEINHOFF REAL ESTATE, INC.

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$35.00 |

Amended & Restated

Art. W/NAME CHANGE

ok director & shareholder
Executive Approved.
Date is same as adoption
per Mr. Royston
RECEIVED
00 NOV 22 PM 12:09
DIVISION OF CORPORATIONS

NOVEMBER 22, 2000

G.L. STEINHOFF REAL ESTATE, INC.
C/O ROBERT D. ROYSTON, JR.
P.O. DRAWER 60205
FORT MYERS, FL 33906

SUBJECT: G.L. STEINHOFF REAL ESTATE, INC.
REF: P00000068342

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.

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.

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) 487-6880.

KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H00000061397
LETTER NUMBER: 200A00059959

AUDIT NO. H00000061397 6

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
G.L. STEINHOFF REAL ESTATE, INC.
CONVERTING IT TO A PROFESSIONAL SERVICE CORPORATION**

By these Articles of Incorporation the undersigned sole director and shareholder of G.L. STEINHOFF REAL ESTATE, INC., a natural person competent to contract, and who is licensed or otherwise legally authorized to render the professional services of a licensed real estate sales person in the State of Florida, associates himself to convert G.L. STEINHOFF REAL ESTATE, INC. to a professional services corporation under Chapter 621 of the laws of the State of Florida, pursuant to the provisions of section 607.1805, Florida Statutes.

ARTICLE 1

The name of the corporation shall be changed to GARY L. STEINHOFF, P.A.

ARTICLE 2

This corporation may engage in each and every aspect of the business of a licensed real estate sales person in the State of Florida, but only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services, and to engage in any other activity permitted from time to time for professional service corporations.

ARTICLE 3

The duration of existence of the corporation is perpetual.

ARTICLE 4

The street address of the initial principal office of the corporation is:

13611 China Berry Way
Fort Myers, FL 3308

The mailing address of the corporation is:

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TALLAHASSEE, FLORIDA

Prepared by:
Robert D. Royston, Jr., Esq.
Fla. Bar No. 33496

COSTELLO, SIMS & ROYSTON
P.O. Drawer 60205, Fort Myers, FL, 33906
(941) 939-2222 (voice) (941) 939-2280 (facsimile)

AUDIT NO. H00000061397 6

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c/o Robert D. Royston, Jr.
Costello, Sims & Royston
P.O. Drawer 60205
Fort Myers, FL 33906

ARTICLE 5

The aggregate number of shares that the corporation shall have authority to issue is ONE THOUSAND (1000) shares. All such shares shall be of a single class, designated as common, and shall be without par value. All common shares shall be identical with each other in every respect. The holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE 6

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address are as follows:

| Name | Address |
|-------------------|---|
| GARY L. STEINHOFF | 13611 China Berry Way Fort Myers, FL 33908 |

ARTICLE 7

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act its officers and directors.

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ARTICLE 8

The registered agent of the corporation and the street address of the corporation's registered agent remain:

Name**Street Address**

Robert D. Royston, Jr.

12670 New Brittany Blvd., Suite 101
Fort Myers, FL 33907**ARTICLE 9**

The name and address of the incorporator of the corporation remains:

Name**Street Address**

Robert D. Royston, Jr.

12670 New Brittany Blvd., Suite 101
Fort Myers, FL 33907

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation of G.L. STEINHOFF REALTY, INC. Converting it to a Professional Service Corporation on the 22 day of November, 2000.



Gary L. Steinhoff,
Sole director and shareholder