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WALDMAN FELUREN
& TRIGOBOFF, P.A.

ATTORNEYS AT LAW

ONE FINANCIAL PLAZA • SUITE 1500 • FORT LAUDERDALE, FLORIDA 33394
TELEPHONE (954) 467-8600 • FACSIMILE (954) 467-6222

Mark S. Feluren

February 9, 2001

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

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*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation of J. Jones-Coppola, P.A. Also enclosed is the filing fee of \$35.00.

Kindly see that these Articles are filed and mail a stamped copy of same to the undersigned.

Thank you for your assistance.

Very truly yours,



Mark S. Feluren

MSF/aa
Enclosures

FILED
01 FEB 28 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
all Restated
2/28/01

**WALDMAN FELUREN
& TRIGOBOFF, P.A.**

ATTORNEYS AT LAW

ONE FINANCIAL PLAZA • SUITE 1500 • FORT LAUDERDALE, FLORIDA 33394
TELEPHONE (954) 467-8600 • FACSIMILE (954) 467-6222

February 26, 2001

Anna Chesnut, Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

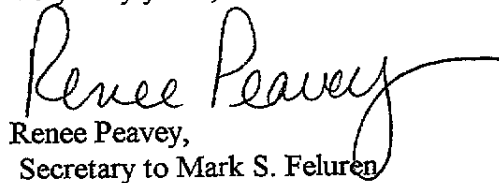
Re: Letter Number 601A00010664

Dear Ms. Chesnut:

Enclosed please find the Amended and Restated Articles of Incorporation of J. Jones-Coppola, Inc., as well as a Certificate attached thereto. I have enclosed a copy of your letter dated February 20, 2001.

Thank you for your assistance.

Very truly yours,


Renee Peavey,
Secretary to Mark S. Feluren

MSF/rp

FILED
01 FEB 28 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 20, 2001

WALDMAN FELUREN & TRIGOBOFF, P.A.
% MARK S. FELUREN
1 FINANCIAL PLZ., STE 1500
FT. LAUDERDALE, FL 33394

SUBJECT: J. JONES-COPPOLA, INC.
Ref. Number: P01000003290

We have received your document for J. JONES-COPPOLA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 487-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 601A00010664

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
J. JONES-COPPOLA, INC.

FILED
01 FEB 28 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby adopt the following Amended and Restated Articles of Incorporation for the purpose of changing the corporate nature of J. Jones-Coppola, Inc. to that of a professional service corporation pursuant to the provisions of the Professional Service Corporation Act and Florida Business Corporation Act (the "Acts").

FIRST: The name of the Corporation (hereinafter called the "Corporation") is J. Jones-Coppola, P.A.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The principal office of the Corporation shall be located at 258 Commercial Boulevard, Lauderdale-By-The-Sea, FL 33308. The mailing address of the Corporation is 258 Commercial Boulevard, Lauderdale-By-The-Sea, FL 33308.

FOURTH: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and unless the same shall be amended pursuant to the provisions of the Acts, are to render professional services and engage in any activities which facilitate or promote the practice of real estate sales.

The professional services authorized hereby may only be rendered by the Corporation by its officers, employees and agents who are duly licensed or otherwise legally authorized to sell real estate.

The Corporation shall not engage in business other than the practice of real estate sales; however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and own real or personal property necessary for the rendering of the professional services authorized hereby.

No stockholder of the Corporation may sell or transfer the common shares except to another individual who is eligible to be a stockholder of the Corporation.

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are

of a par value of \$0.01 each and are of the same class and are to be common shares.

The Corporation shall not issue any of its common shares to anyone other than an individual who is duly licensed or otherwise legally authorized to sell real estate in Florida.

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The number of directors constituting the Board of Directors of the Corporation is one which may be increased by the bylaws. The name and address of the member of the Board of Directors of the Corporation is as follows:

NAME

ADDRESS

Julie Jones Coppola

258 Commercial Boulevard
Lauderdale-By-The-Sea, FL
33308

EIGHTH: The address of the initial registered agent of the Corporation in the State of Florida is 258 Commercial Boulevard, Lauderdale-By-The-Sea, FL 33308 and the name of the initial registered agent of the Corporation at such address is Julie Jones-Coppola.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Acts, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote

of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be executed this 12th day of February, 2001.

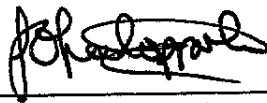


Julie Jones-Coppola, President
and Secretary

CERTIFICATE

J. JONES-COPPOLA, INC.

It is hereby certified that these Amended and Restated Articles of Incorporation were duly adopted pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act by the Board of Directors of the Corporation on February 12, 2001 and, as this restatement contains an amendment requiring shareholder approval, by the written consent of the holders of the issued and outstanding shares of the common stock as of February 12, 2001. The number of votes cast in favor of these Amended and Restated Articles of Incorporation voting together as a class, was sufficient for the approval by such holders.



Julie Jones-Coppola,
Sole shareholder and sole director
Dated as of February 12, 2001