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**FILED**

01 APR -5 AM 9:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Telephone: 954-757-6100  
Facsimile: 954-757-6110

April 4, 2001

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Melinda Vernon & Company, Inc.

Dear Sir/Madam:

000003960700--7  
-04/05/01--01064--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

I am enclosing the Articles of Amendment to the Articles of Incorporation for the above referenced corporation to be filed with the Department of State.

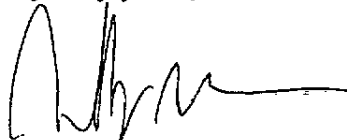
Also enclosed is a check made payable to the Secretary of State in the amount of \$43.75 covering the filing fees for the above and the cost of a certified copy of the Articles of Amendment.

Please return the certified copy and proof of filing to me at the address indicated above.

If you have any questions, please do not hesitate to contact me.

NE Amend  
4-11-01  
DAS

Very truly yours,



Jeffrey B. Kahn

Encl.

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
MELINDA VERNON & COMPANY, INC.**

**FILED**  
01 APR -5 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, **MELINDA VERNON & COMPANY, INC.**, a Florida corporation (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation desiring to organize as Professional service corporation:

1. ARTICLE FIRST of the Corporation's Articles of Incorporation is hereby amended by changing the corporate name for the Corporation to:

**MELINDA VERNON & COMPANY, P.A.**

2. ARTICLE SEVENTH of the Corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:

"The general nature of the professional services to be rendered by this professional service corporation shall be as follows to-wit:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a realtor 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 to practice therein.

(b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional brokerage services within the State of Florida. No Shareholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

(c) To invest the funds of this Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes 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 purpose or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.

(e) Without limiting the generality of any of the foregoing language, the Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida."

3. The following language shall be added as ARTICLE ELEVENTH to the Articles of Incorporation of the Corporation:

"No Shareholder of this Corporation may sell or transfer his or her shares in this Corporation except to another individual who is eligible to be a Shareholder of a professional service corporation within the laws of the State of Florida."

4. The following language shall be added as ARTICLE TWELFTH to the Articles of Incorporation of the Corporation:

"The Board of Directors shall require any officer, Shareholder, agent, or employee of this Corporation, who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continuing to render such professional services, to sever all employment with, and financial interest in, this Corporation forthwith."

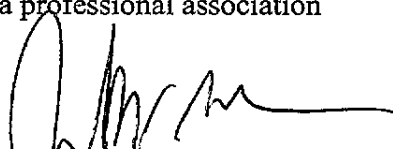
5. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

6. This Amendment to the Articles of Incorporation was approved by the sole Incorporator of the Corporation by written consent adopted April 4, 2001. No Shareholder action was required.

7. This Amendment shall be effective as of the date executed hereof.

**IN WITNESS WHEREOF**, the undersigned incorporator of the Corporation has executed these Articles of Amendment as of this 4<sup>th</sup> day of April, 2001.

**MELINDA VERNON & COMPANY, P.A.**,  
a Florida professional association

By:   
Jeffrey B. Kahn, Incorporator