

LAW OFFICES

SMITH, HOOD, PERKINS, LOUCKS,  
STOUT & ORFINGER, P.A.

HORACE SMITH, JR., P.A.  
CHARLES D. HOOD, JR.  
TERENCE R. PERKINS  
WILLIAM E. LOUCKS  
LARRY R. STOUT  
MICHAEL S. ORFINGER  
ERIC K. NEITZKE, P.A.  
CLAY L. MEEK  
JEFFREY E. BIGMAN  
K. JUDITH LANE  
DAVID M. BARR  
JEFFREY P. BROCK  
TAMARA R. WENZEL  
JAMES J. SKOW

POST OFFICE BOX 15200  
DAYTONA BEACH, FL 32115

444 SEABREEZE BOULEVARD  
SUITE 900  
DAYTONA BEACH, FL 32118  
TELEPHONE (386) 254-6875  
FACSIMILE (386) 257-1834

HARRY G. McCONNELL  
Of Counsel

P01000031645

April 11, 2001

Via Federal Express

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

900003995019--2  
-04/12/01--01104--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Capernaum Enterprises, Inc. - Amendment

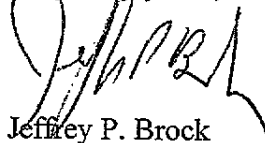
Gentlemen:

Enclosed for filing is original and one copy of Articles of Amendment to Articles of Incorporation. Also enclosed is our firm check in the amount of \$43.75 in payment of the filing fee and one certified copy.

Please provide the certified copy of the Articles at your earliest convenience.

Thank you.

Very truly yours,

  
Jeffrey P. Brock

JPB/gr  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 APR 12 PM 2:57

Amend & name change  
HPS  
4-18-2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

01 APR 12 PM 2:57

ARTICLES OF AMENDMENT  
To  
ARTICLES OF INCORPORATION  
Of  
CAPERNAUM ENTERPRISES, INC.

PURSUANT to the provisions of Section 607.1006, Florida Statutes, this Florida for profit corporation adopts the following articles of amendment to its articles of incorporation.

1. The text of each amended or added Article of the Articles of Incorporation is:

**"ARTICLE I**

The name of the corporation shall be:

**David B. Cranston, P.A.**

**ARTICLE II**

The general nature of the business to be transacted by this corporation and the purposes for which it is formed are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a real estate salesperson 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 of this corporation who are duly licensed under the laws of the State of Florida to render professional real estate services therein.

(b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other types of investments, and to own real and personal property, enter into contracts and engage in any lawful business necessary for the rendering of such professional services.

(c) To do everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles of Incorporation,

or any amendment thereto, necessary or incidental to the protection and benefit of this 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 or furtherance of such purposes or objectives of this corporation.

(d) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended. All of the corporate powers set forth in Chapter 607 of the Florida Statutes and in Chapter 621 of the Florida Statutes shall be applicable to this corporation except that if any of the provisions of Chapter 621 are interpreted to be in conflict with Chapter 607, the provisions of Chapter 621 shall take precedence.

#### **ARTICLE X**

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a real estate salesperson under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation.

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### **ARTICLE XI**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

## **ARTICLE XII**

If any officer, shareholder, agent or employee of this corporation who has been rendering services as a real estate salesperson to the public, shall become legally disqualified to render such services within the State, or shall accept employment which, pursuant to existing laws, shall place restrictions or limitations upon his continuing the rendering of such professional services, he shall sever all employment with and financial interest in this corporation forthwith.

## **ARTICLE XIII**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation cannot be impaired thereby.

(c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

#### **ARTICLE XIV**

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation may file as a Subchapter S Corporation.

#### **ARTICLE XV**

The business of the Corporation may be managed by the shareholder or shareholders of the Corporation rather than by a Board of Directors.

#### **ARTICLE XVI**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders meeting by a majority of the shares of stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


#### **ARTICLE XVII**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him."

2. The above stated amendment was adopted on the 11th day of April, 2001.
3. All of the holders of the common stock issued by the corporation (the sole voting group) voted to amend the Articles as herein provided. The number of votes cast by such voting group was sufficient for approval by said group.

Dated this 11th day of April, 2001.

DAVID B. CRANSTON, P.A.

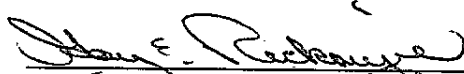
By   
David B. Cranston, President

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 11th day of April, 2001, by David B. Cranston as President of David B. Cranston, P.A., a Florida professional services corporation, on behalf of the corporation. He is personally known to me.



Gay E. Rickmyre  
MY COMMISSION # CC842469 EXPIRES  
July 8, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Name of Notary: Gay E. Rickmyre  
Notary Public, State of Florida at Large  
My Commission expires: