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Amended/Restated
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ja 10/21/03

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

ATTORNEYS AT LAW
Founded 1925

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October 15, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Amendments
Post Office Box 6327
Tallahassee, Florida 32314

Re: KATHLEEN HESHELOW, P.A.

Dear Sir/Madam:

We enclose on behalf of our client, Kathleen Heshelow, P.A., an original and a copy of the Amended and Restated Articles of Incorporation of Kathleen Heshelow, P.A. Please file these articles as quickly as possible. Then, using the enclosed copy, please provide a certified copy and return it to our office via regular U.S. mail.

Thank you, and please contact the undersigned should any problems arise in connection with this filing.

Sincerely,

Lisa Folis

Lisa Folis
Corporate Paralegal

Lisa/encls-539441

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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KATHLEEN HESHELOW, P.A.

The Articles of Incorporation of Kathleen Heshelow, P.A., a Florida professional corporation, are hereby amended and restated striking them in their entirety by substituting in their place the following:

1. Name. The name of the Corporation is:

   Legacy Real Estate and Investments, Inc.

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Corporation is:

   556 Park Street
   Saint Petersburg, Florida 33707

3. Authorized Shares. The Corporation is authorized to issue 7,500 shares of common stock having a $1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the registered agent and the address of the registered office of the Corporation is:

   J. Hugh Middlebrooks
   200 South Orange Avenue
   Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

J. Hugh Middlebrooks
Registered Agent

The amendments contained herein were approved and adopted by written consent of the sole shareholder and director of the corporation on Oct 7th, 2003. The number of votes cast for the amendments contained herein by the shareholder was sufficient for approval.

IN WITNESS WHEREOF, the President has executed these Amended and Restated Articles of Incorporation.

Kathleen Heshelow
President