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Division of Corporations

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Account Number : 072720000266  
Phone : (941) 366-4800  
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BASIC AMENDMENT

BRANDYN & CO.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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Amended & Restated  
W/NAME Change  
4/2/04

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BRANDYN & CO.

The Articles of Incorporation of Brandyn & Co., a Florida corporation (the "Corporation"),  
are hereby amended and restated as follows:

1. Name. The name of the Corporation is:

Brandyn R. Herbold, P.A.

2. Purposes. The purposes for which this corporation is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the business of real estate brokerage or sales, and to make any and all investments and/or own any and all property in the United States or elsewhere authorized or permitted by Chapter 621, Florida Statutes.

In the course or furtherance of such business of real estate brokerage or sales, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such business of real estate brokerage or sales.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this corporation shall not do any act or thing in conflict with any laws of the State of Florida applicable to the business of real estate brokerage or sales.

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

1237 North Gulfstream Avenue  
Suite 2  
Sarasota, Florida 34236

4. Authorized Shares. The Corporation is authorized to issue 1000 shares of common stock having no 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.

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

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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.

6. Current Board of Directors. The name and address of the current member of the board of directors of the Corporation is:

Brandyn R. Herbold  
1820 South Lakeshore Drive  
Sarasota, Florida 34241

7. Current Officers. The name and address of the current officer of the Corporation is:

Brandyn R. Herbold - President, Secretary and Treasurer  
1820 South Lakeshore Drive  
Sarasota, Florida 34241

8. 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.

9. Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

10. Restriction. No share of the capital stock of this corporation shall be issued to any person other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to engage in the business of real estate brokerage or sales in the State of Florida. No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to execute the voting power of any stock of this corporation.

The amendments contained herein were approved and adopted by written consent of the shareholder and director on March 31, 2004. The number of votes cast for the amendment by the shareholder and director was sufficient for approval.

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

  
Brandyn R. Herbold  
President

  
J. Hugh Middlebrooks  
Registered Agent

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