

BILL MCFARLAND, P.A.
Attorney at Law

BMC - PA

P. O. Box 101612, Cape Coral, Florida 33910

Phone: (941) 549-5680

P02 000089037
August 21, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Dear Sirs:

Hello.

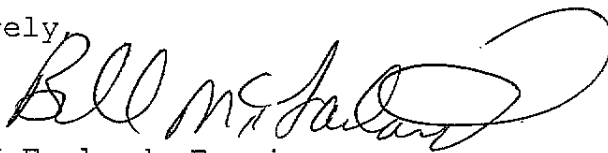
Enclosed is a check for \$43.75 (\$35.00 plus \$8.75 for a certified copy) to cover the expense of filing the enclosed Amendments to Articles of Incorporation for Florida Suncoast Realty, Inc. Please file and return to:

Bill McFarland, P.A.
P.O. Box 101612
Cape Coral, Florida 33910

If you need anything else in order to fulfill this request, please contact me at the phone number or address listed above.

Thank you for your time and attention.

Sincerely,



Bill McFarland, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 AUG 23 PM 4:21

Amendment
08/28/02
DC

ARTICLES OF AMENDMENT

for

FLORIDA SUNCOAST REALTY, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2002 AUG 23 PM 4:21

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: OFFICE OF THE CORPORATION – The office address of FLORIDA SUNCOAST REALTY, INC., shall be changed from 2929 SW Santa Barbara Place, Cape Coral, Florida 33914 to the following address:

621 EAST CAPE CORAL PARKWAY, UNIT 2
CAPE CORAL, FLORIDA 33904

SECOND: CORPORATE PURPOSE – Shall be changed to the following:

The purpose of this corporation is to invest in real estate within the state of Florida; and to engage in any or all lawful acts or activities for which corporations are permitted under the laws of the United States and of the State of Florida.

THIRD: BOARD OF DIRECTORS - The Board of Directors shall consist of at least one (1) shareholder, and the names of those agreed upon for the first year, or until changed by a majority vote of the shareholders, is:

NAME

RESIDENCE

William Engel

2926 SW Santa Barbara Place
Cape Coral, FL 33914

FOURTH: OFFICERS – The initial officers shall consist of the following:

NAME	RESIDENCE	OFFICE
Inge Engel	2926 SW Santa Barbara Place Cape Coral, FL 33914	P/S/T

FIFTH: SHAREHOLDERS – The initial shareholder(s), and number of shares held by each, shall consist of the following:

NAME	RESIDENCE	# OF SHARES
William Engel	2926 SW Santa Barbara Place Cape Coral, FL 33914	100 Shares

SIXTH: ADDITIONAL ARTICLES – The following Articles are hereby added:

- 1) CORPORATE TERM - The Corporation shall continue for the term of Indefinite.
- 2) INITIAL CAPITAL - The amount of capital which this corporation shall commence business is ONE HUNDRED DOLLARS (\$100).
- 3) PERSONAL LIABILITY - Neither the above referenced corporation, the above referenced corporation's Board of Directors, or any other person or entity with which the above referenced corporation engages in business activities shall have the authority to impose liability on any shareholder without specific written authorization of the shareholder. Said written authorization shall be kept on file and available for inspection by legitimate authorities.

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- 4) AUTHORIZED SHARES - The aggregate number of shares, which the corporation shall have authority to issue, is TEN THOUSAND (10,000) shares, having a PAR VALUE of ONE DOLLAR (\$1.00) per share.
 - 5) VOTING RIGHTS - Each share, upon issuance to a designated shareholder, represented by certificate, which has been recorded in the corporate books, shall be entitled to one (1) vote in those matters requiring a vote of the shareholders.
 - 6) CUMULATIVE VOTING - Cumulative voting, for any purpose, is not authorized under these articles. All issues requiring a shareholder vote shall be decided by a majority vote of the common shareholders of record. Such vote shall only be valid and binding upon the corporation and other shareholders when a quorum is present.
 - 7) QUORUM - To constitute a quorum for corporate votes, sixty-six percent (66%) of the outstanding common shareholders of record are required to be present (conference calls, or other means found acceptable shall constitute presence).
 - 8) CERTIFICATED STOCK - All stock issued by this corporation shall be evidenced by a certificate signed by the President of the corporation. The corporation must issue all stock to a specific shareholder of record. Use of bearer-certificated stock is prohibited. Only those entities on record with FLORIDA SUNCOAST REALTY, INC. as being shareholders are entitled to vote on corporate matters.
 - 9) RESTRICTIONS ON TRANSFER - All stock issued by this corporation shall be nontransferable unless offered to existing shareholders first. To satisfy this requirement the offer must be noted in the corporate books and the offer must be at the same terms and conditions as the stock is being offered to the nonshareholder. Once offered, existing shareholders can purchase the offered stock either on a pro rata basis, in whole, or in part. Any stock remaining after being offered to existing shareholders may then be sold to the nonshareholder at no less than the same terms and conditions as the stock was purchased by the existing shareholders. However, stock that has been offered to the existing shareholders and is not purchased by the existing shareholders within thirty (30) days may then be transferred to the nonshareholder and the corporation is required to issue a new stock certificate and to make the necessary transfer entries in the

corporate records.

- 10) NOTICE OF RESTRICTION ON TRANSFER OF STOCK - Any and all restrictions on the transfer of corporate stock shall be noted on the stock certificate. In the alternative, the certificate will state that the corporation will furnish a full statement of the restrictions upon request.
- 11) TRANSFER OF STOCK - Any transfer of corporate stock becomes valid only when the transfer has been registered in the corporate records and the corporation has issued a new certificate.
- 12) TREASURY SHARES - Shares, which have been issued and then reacquired by the corporation, shall not become treasury shares. Those shares reacquired by the corporation shall be deemed non-issued and non-outstanding.
- 13) PREEMPTIVE RIGHTS - Each shareholder, upon the sale of any new class of stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.
- 14) AUTHORITY OF THE BOARD OF THE DIRECTORS - All powers and authority associated with FLORIDA SUNCOAST REALTY, INC.'s Board of Directors is hereby suspended. All powers and authority of the Board of Directors is vested in the common shareholders. The common shareholders can exercise these powers by a majority vote of all common stock shareholders of record when a quorum is present. However, the common shareholders of record can delegate authority to the Board of Directors to transact the corporation's business as the common shareholder's deem fit. This delegation of authority shall only become valid upon a majority vote of the common shareholders, when a quorum is present; to change the bylaws of the corporation thereby enumerating the powers of the Board of Directors within said bylaws.
- 15) QUORUM OF THE BOARD OF DIRECTORS - Should the common shareholders of the corporation vest powers, via amendment of the corporate bylaws, in the Board of Directors, all Directors must be present to constitute a

quorum. Additionally, each director shall be entitled to one vote only.

- 21) REGISTERED AGENT – Inge Engel, 2926 SW Santa Barbara Place, Cape Coral, Florida 33904, hereby accepts the appointment of Registered Agent, and agrees to act in this capacity until such time as a new Registered Agent is designated by a majority vote of the common shareholders when a quorum is present.
- 22) AMENDMENTS TO CORPORATE ARTICLES OR BYLAWS - The power to adopt and/or amend either the corporate bylaws or these articles of incorporation is reserved unto the common stockholders. Adoption or amendment of the bylaws, or the articles of incorporation, shall be made only after approval by a majority vote of the common shareholders when a quorum is present.

SEVENTH: The date of each of the Amendment's adoption is:

August 22, 2002.

EIGHTH: ADOPTION OF AMENDMENTS:

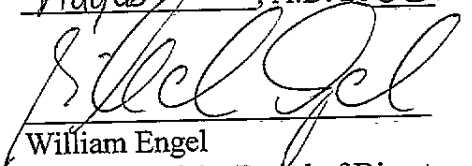
The Amendments were approved by a majority of the shareholders through voting groups consisting of the sole shareholder:

“The number of votes cast for the Amendments was sufficient for approval by the sole outstanding shareholder William Engel, who voted for the amendments.”

NINTH: The Board of Directors, consisting of William Engel, the sole shareholder, hereby approves, acknowledges, and accepts the Amendments contained herein.

I, the undersigned, being the Chairman of the Board of Directors and majority shareholder of FLORIDA SUNCOAST REALTY, INC., do hereby certify that the foregoing constitutes the Articles of Amendment to the Articles of Incorporation for FLORIDA SUNCOAST REALTY, INC.

Witness my hand and official seal in the County and State last aforesaid this 22 day of
August, A.D. 2002.



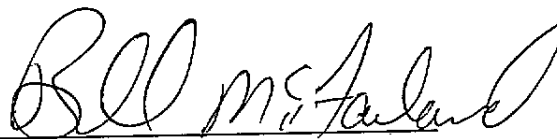
William Engel
Chairman of the Board of Directors
Sole/Majority Shareholder

**STATE OF FLORIDA
COUNTY OF LEE**

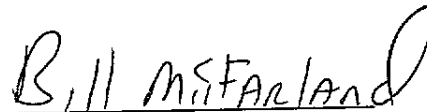
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and take acknowledgments, personally appeared William Engel known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification for the above named person: Personally known or _____
and that an oath (was) (was not) taken.



NOTARY SEAL



NOTARY SIGNATURE



PRINTED NOTARY SIGNATURE