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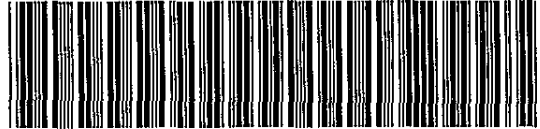
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 AUG 26 PM 3:29

Amended & Kept
Art

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MARC F. OATES, P.A.

Attorney at Law

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10001 Tamiami Trail North, Suite 119
Naples, Florida 34108
Telephone (239) 593-3174 / Facsimile (239) 593-3173
E-Mail Address: mfolaw@aol.com

August 15, 2003

CERTIFIED MAIL – 7099 3400 0016 7083 8023
RETURN RECEIPT REQUESTED

Department of State
Division of Corporations/Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Transaction: Best Properties of Florida, Inc.
Our File No.: 02-037.001

To Whom It May Concern:

Enclosed for filing, please find the following:

1. Amended and Restated Articles of Incorporation of Best Properties of Florida, Inc.;
2. Our Trust Account Check number 4265 in the amount of \$52.50, representing \$35.00 filing fee, \$8.75 fee for Certified Copies and \$8.75 for Certificate of Status.

Should you have any questions, please contact this law office to discuss.

Very truly yours,



Melody L. Maybin
Paralegal for Marc F. Oates, Esq.

/mlm

Enclosures as stated

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BEST PROPERTIES OF FLORIDA, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
2003 AUG 26 PM 3:29

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amended and restated articles of incorporation:

ARTICLE I – NAME

The name of this corporation is:

BEST PROPERTIES OF FLORIDA, INC.

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of the Corporation is **9853 Tamiami Trail, Ste. 203, Naples, Florida, 34108**, and the mailing address of the Corporation is **9853 Tamiami Trail, Ste. 203, Naples, Florida, 34108**.

ARTICLE III - PURPOSE

The general nature of the purposes for which the Corporation is organized include the following:

- A. To engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way; and
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. This Corporation shall have a perpetual existence.

ARTICLE IV - SHARES

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and such shareholder shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) common shares of stock.

ARTICLE V – PAR VALUE

The shares of the Corporation shall have a par value of \$1.00 per share.

ARTICLE VI – REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is **1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145**, and the name of the Registered Agent at that address is **Spiegel & Utrera, P.A.**

ARTILCE VII – INITIAL OFFICERS/DIRECTORS

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names and address of the persons who are to serve as Officers of the Corporation are as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	Jantina Clayden	106 WESTWOOD DR NAPLES, FL 34110
VP	Jantina Clayden	106 WESTWOOD DR NAPLES, FL 34110
Secretary	Cynthia J. Lee	140 20 th AVENUE NW, NAPLES, FL 34120
Treasurer	Jantina Clayden	106 WESTWOOD DR NAPLES, FL 34110

Section 3. The names of the persons who are to serve as Directors of the Corporation are as follows:

<u>Director Name:</u>	<u>Address:</u>
Cynthia J. Lee	140 20 th AVENUE NW, NAPLES, FL 34120
Jantina Clayden	106 WESTWOOD DR NAPLES, FL 34110

ARTICLE IX – BY-LAWS

The Officers of this Corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

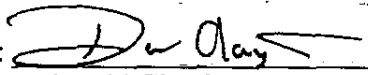
IN WITNESS WHEREOF, the undersigned, have hereunto set our hands and seals, this 14th day of August, 2002 for the purpose of filing this amended and restated articles of incorporation under the laws of the State of Florida. The undersigned, by signing below,


Amended and Restated Articles of Incorporation

Best Properties of Florida, Inc.

certifies that the above amended and restated articles of incorporation were adopted by the shareholders, and the number of votes cast for the amendment was sufficient for approval, and was also adopted by the board of directors.

David Clayden

By: 
David Clayden,
as Director and President

By: 
Jantina Clayden,
as Incoming President