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CAPITAL CONNECTION

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KELLY REALTY EXCHANGE, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Kelly Realty Exchange, Inc.

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: The following amendments are hereby adopted:

ARTICLE I. NAME OF CORPORATION

Timothy David Kelly, P.A.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

1232 Whitewood Way
Niceville, FL 32578

ARTICLE III. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- (a) To engage in every aspect in the practice of a real estate agent, and all its fields of specializations, as are engaged in by real estate agents;
- (b) To engage and render the professional services involved only through its officers, agents and employees who shall be real estate agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation;
- (c) To invest its funds in real estate, mortgages, stock, bonds and any other type of investment permitted by law;
- (d) To engage in no other business other than the rendition of professional services specified herein;
- (e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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ARTICLE III. CAPITAL STOCK

- (a) The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be 5,000 shares of common stock at One Dollar (\$1.00) per share par value.
- (b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services;
- (c) Shares of the corporation stock and certificates shall be issued only to real estate agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

SECOND: The date of each amendment's adoption: August 1, 2006.

THIRD: The Adoption of the Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 1st day of August, 2006.

Timothy David Kelly, P.A.
(Formerly Kelly Realty Exchange, Inc.)

by: _____

Timothy D. Kelly
President