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BASIC AMENDMENT

THERESA BENEDETTI, INC.

Certificate of Status	0
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Page Count	02
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**ARTICLES OF CONVERSION
OF
THERESA BENEDETTI, INC.
TO
THERESA BENEDETTI, P.A.
AND
ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION**

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Pursuant to Florida Statute Section 607.1805 (2002) Theresa Benedetti, Inc., (the "Company") does hereby convert its corporate nature to that of a professional service corporation by filing with the Florida Department of State these Articles of Conversion. The Articles of Incorporation of the Company are hereby amended in their entirety to read as follows:

ARTICLE I

The name of this professional corporation is THERESA BENEDETTI, P.A. Its principal place of business is 4045 Tamiami Trail, Suite #1, Port Charlotte, Florida 33952 and its mailing address is 4045 Tamiami Trail, Port Charlotte, Florida 33952.

ARTICLE II

This professional corporation shall have perpetual existence or shall exist until dissolved by operation of law.

ARTICLE III

This professional corporation is organized for the following purposes: To carry on the business, occupation, undertaking or enterprise of a broker as defined by Florida Statutes Section 475.01 (1) (a) (2002) and to exercise any power or authority which may be done by a professional corporation organized for the aforesaid purpose and existing under and by virtue of Florida Statutes, Chapter 621 (2002), as amended from time to time and it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Florida Statutes, Chapter 621 (2002) as amended from time to time.

ARTICLE IV

This professional corporation is authorized to issue TEN THOUSAND shares of common stock having a par value of \$1.00 each, all of which shall be fully paid and non-assessable.

ARTICLE V

The street address of the initial registered office of this professional corporation is 99 Nesbit Street, Punta Gorda, Florida 33950, and the name of the initial registered agent of this

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professional corporation at that address is JACK O. HACKETT II.

ARTICLE VI

The business of this professional corporation shall be conducted by a board of directors which shall consist of one or more members, the exact number of members of said board of directors to be fixed from time to time by the bylaws of this professional corporation.

ARTICLE VII

The name and post office addresses of the initial member of board of directors, the president, secretary and treasurer who shall hold office for the first year of the existence of the professional corporation or until their successors are elected or appointed and have qualified, are as follows:

SOLE DIRECTORADDRESS

Theresa Benedetti

4045 Tamiami Trail, Suite #1
Port Charlotte, FL 33952OFFICERSTITLEADDRESS

Theresa Benedetti

President, Secretary and
Treasurer4045 Tamiami Trail, Suite #1
Port Charlotte, FL 33952ARTICLE VIII

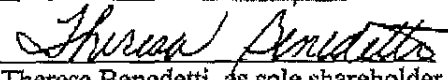
The names and addresses of the incorporators are as follows:

INCORPORATORADDRESS

Theresa Benedetti

4045 Tamiami Trail, Suite #1
Port Charlotte, FL 33952

These Articles of Conversion and Articles of Amendment are approved by the sole shareholder and the sole director of the Company this 1 day of JANUARY, 2003.


Theresa Benedetti, as sole shareholder
and sole director of Theresa Benedetti,
Inc. n/k/a Theresa Benedetti, P.A.