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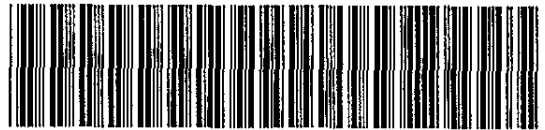
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FILED  
2006 MAY 12 PM 4:08  
TALLAHASSEE, FLORIDA

*Amend & Rest.*

C. Coulliette MAY 19 2006

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**MICHAEL SCHNEIDER-CHRISTIANS ELITE REALTY TEAM, P.A.**

FILED  
2006 MAY 12 PM 4:08  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being licensed as a broker-salesperson under Chapter 475, Laws of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the professional service corporation is MICHAEL SCHNEIDER-CHRISTIANS ELITE REALTY TEAM, P.A.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 725 W. Cape Coral Parkway, Cape Coral, FL 33914.

**ARTICLE III - PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of real estate sales. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

#### **ARTICLE IV - TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence.

#### **ARTICLE V - CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual appropriately licensed under Chapter 475, Laws of Florida.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class

or classes.

#### **ARTICLE VII - REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 725 W. Cape Coral Parkway, Cape Coral, FL 33914. The name of the initial registered agent at that address is MICHAEL SCHNEIDER-CHRISTIANS.

#### **ARTICLE VIII - RESTRAINT ON ALIENATION OF SHARES**

Shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell, transfer, or otherwise dispose of stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, or to this corporation, and the sale, transfer, or other disposition may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice real estate

sales in the State of Florida, or accepts a position, office or employment that, pursuant to existing law, places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the other shareholders or the professional service corporation in accordance with any bylaws or agreement adopted by the shareholders.

#### **ARTICLE IX - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

#### **ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: MAY 2ND, 2006

  
\_\_\_\_\_  
**MICHAEL SCHNEIDER-CHRISTIANS**  
Registered Agent

**CERTIFICATE OF ADOPTION OF AMENDED AND  
RESTATED ARTICLES OF INCORPORATION OF ELITE REALTY TEAM, P.A.**

These Amended and Restated Articles of Incorporation were adopted on  
May 3, 2006, by the number of votes of shareholders which was  
sufficient for approval by them. There was only one voting group, consisting of all of the  
shareholders of the Corporation.

Date:

MAY 3RD, 2006

  
**MICHAEL SCHNEIDER-CHRISTIANS**  
President