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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC/Amend
MAD 10/30

JOHN F. TOLSON, JR.
ATTORNEY AT LAW
462 Kingsley Avenue, Suite 101
Orange Park, Florida 32073

REPLY TO:
P.O. BOX 655
ORANGE PARK, FL 32067-0655

PHONE (904) 269-0050
FAX (904) 269-6119

October 23, 2003

Department of State
Division of Corporations
409 East Gaines Street
PO Box 6327
Tallahassee, Florida 32314-6327

Re: **NORTH FLORIDA INVESTMENT PROPERTIES, INC., P.A.**
f/k/a **NORTH FLORIDA INVESTMENT PROPERTIES, INC.**

Dear Sirs:

Enclosed are the original Articles of Amendment for the above corporation and my client's check # 4513 in the amount of $43.75 to cover costs are as follows:

1. $35.00 filing fee
2. $8.75 Certified copy of the Articles of Amendment

I have also enclosed one copy of the Articles of Amendment for date stamp certification by you and return to me in the self addressed stamped envelope provided herein.

If you have any questions, please give me a call.

Very truly yours,

John F. Tolson, Jr. By mcb

John F. Tolson, Jr.
Attorney at Law

JFT, Jr./mcb
Enclosures

NORTH FLORIDA INVESTMENT PROPERTIES, INC.
SHAREHOLDER RESOLUTION AMENDING THE ARTICLES OF INCORPORATION TO BRING CORPORATION INTO THE FLORIDA PROFESSIONAL SERVICE CORPORATION AND LIMITED LIABILITY COMPANY ACT, CHANGING THE NAME AND APPROVING THE AMENDED AND RESTATED ARTICLES OF INCORPORATION

The undersigned, Shelton C. Scaife, being the sole shareholder of North Florida Investment Properties, Inc. (the "Corporation") hereby approve the following resolution this 11 Day of October, 2003.

Whereas the Corporation was incorporated under provisions of the Florida Business Corporation Act on April 18th, 2003; and

Whereas the shareholders choose to limit the activities of the Corporation to those associated with the practices of the professions of real estate sales and brokerage; and

Whereas the shareholders desire to change the corporate name and articles of incorporation to bring the Corporation into compliance with the Florida Professional Service Corporation and Limited Liability Company Act as herein provided.

Now therefore, the undersigned, being the sole shareholder of the Corporation, hereby approves the change of the corporate name to SHELTON C. SCAIFE, P.A. and amends and restates its articles of incorporation as follows:

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03 OCT 27 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SHELTON C. SCAIFE, P.A.

The undersigned, all of whom are duly licensed to practice real estate sales and brokerage, in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, adopt the following Articles of Incorporation:

I. NAME

The name of the professional Corporation is SHELTON C. SCAIFE, P.A.

II. PURPOSE

The purpose for which the Corporation is organized is to practice the profession of real estate sales and brokerage.

III. ELECTION UNDER PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

IV. DURATION

The term of existence of the Corporation is perpetual.

V. CAPITAL STOCK

The number of shares the Corporation is authorized to issue is one hundred, all of which shall be common shares with par value of $1.00.

VI. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is $100.00.

VII. REGISTERED OFFICE

The street address of the Corporation's initial registered office in this state is 208 Ponte Vedra Park Drive, Suite 102, Ponte Vedra Beach, Florida 32082. The initial registered agent at the registered office is Shelton C. Scaife.

VIII. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 208 Ponte Vedra Park Drive, Suite 102, Ponte Vedra Beach, Florida 32082.

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

IN WITNESS WHEREOF, the undersigned shareholder has executed these Amended and Restated Articles of Incorporation on October 11, 2003.

Shelton C. Scaife

Shelton C. Scaife

Shareholder

CERTIFICATE OF DESIGNATION
<u>REGISTERED AGENT/REGISTERED OFFICE</u>

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Shelton C. Scaife
Shelton C. Scaife
Date: October 11th, 2003

N:\Corporate\North Fl. Inv. Property, Inc\Am. and restated articles .wpd