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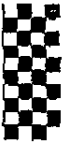
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BASIC AMENDMENT
MARTA BETH FRIEDMAN, INC.

Certificate of Status	0
Certified Copy	0
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Amended + Resubmitted with N/A



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 25, 2003

MARTA BETH FRIEDMAN, INC.
3741 N. 47TH AVENUE
HOLLYWOOD, FL 33021

SUBJECT: MARTA BETH FRIEDMAN, INC.
REF: F03000083931

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: E03000284509
Letter Number: 103A00052900

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARTA BETH FRIEDMAN, INC.**

The Articles of Incorporation of **MARTA BETH FRIEDMAN, INC.** (the "Corporation") were originally filed with the Secretary of State of the State of Florida on July 31, 2003 pursuant to and in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes. Section 607.1805 of the Florida Business Corporation Act permits a corporation that is organized for profit under the laws of the state of Florida that is engaged solely in carrying out the professional services provided by a corporation organized under Chapter 621, Florida Statutes to change its corporate nature to that of a professional service corporation if such corporation complies with Chapter 621, Florida Statutes. In accordance with Section 607.1805 of the Florida Business Corporation Act, and for the purpose of changing the nature of the Corporation to that of a professional service corporation, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

MARTA BETH FRIEDMAN, P.A.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 3741 N. 47TH Avenue Hollywood, Florida 33021.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

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 real estate sales permitted to be engaged in by a licensed real estate sales associate pursuant to Chapter 475, Florida Statutes.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be licensed real estate sales persons 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 engage in no other business other than the rendition of the professional services specified herein.

Robert Burnett, Esq.
Becker & Poliakoff, P.A.
3111 Stirling Road
Fort Lauderdale, Florida 33312
Florida Bar No. 0117978

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d. 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.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value \$0.001 per share.

Shares of the Corporation's stock and certificates shall be issued only to real estate sales associates in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Bernis Friedman, 3111 Stirling Road, Ft. Lauderdale, Florida 33312.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VIII
INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is Marta Beth Friedman, 3741 N. 47TH Avenue, Hollywood, Florida 33021.

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until her successor is elected or appointed and has qualified, whichever occurs first.

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ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is *Marta Beth Friedman, 3741 N. 47TH Avenue, Hollywood, Florida 33021.*

ARTICLE X
INDEMNIFICATION


The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, the Board of Directors and the Shareholders of the Corporation unanimously approved the foregoing *amendment and restatement to the Corporation's Articles of Incorporation and the conversion of the nature of the Corporation to that of a professional service corporation on September 25, 2003.*

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on September 25, 2003.


Marta Beth Friedman

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

MARTA BETH FRIEDMAN, P.A., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 3741 N. 47TH Avenue, Hollywood, Florida 33021 has named Bernie Friedman, 3111 Stirling Road, Ft. Lauderdale, Florida 33312, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Bernie Friedman

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