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(City/State/Zip/Phone #)

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(Business Entity Name)

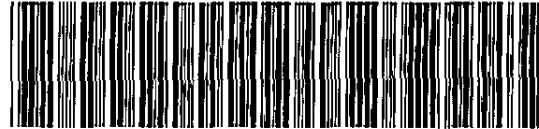
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05 JUN - 1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06/01/05--01029--005 **35.00

Amended/NC
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6/3

HUTTO AND BODIFORD
ATTORNEYS AT LAW
620 MCKENZIE AVENUE
PANAMA CITY, FLORIDA 32401

BILL R. HUTTO *
LARRY A. BODIFORD *
*CERTIFIED CIRCUIT COURT MEDIATORS

REPLY TO:
POST OFFICE BOX 2528
PANAMA CITY, FLORIDA 32402
(850) 763-0723
FAX (850) 872-8402

May 31, 2005


Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Holt of Bay County, P.A.

Dear Sir or Madam:

Please find enclosed the original of the Amended and Restated Articles of Incorporation of Holt of Bay County, P.A. together with a check for \$35.00 to cover your charge for the amendment.

Sincerely,


Bill R. Hutto

BRH/lja

Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

HOLT OF BAY COUNTY, INC.

FILED
05 JUN - 1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, originally incorporated under the name of Holt of Bay County, Inc. on the 12th day of January, 2005, pursuant to a Resolution duly adopted by its Board of Directors hereby adopts the following Amended and Restated Articles of Incorporation:

FIRST:

The name of the corporation is HOLT OF BAY COUNTY, P.A.

SECOND

The principal place of business is 17351 Front Beach Rd., Ste. E-201, Panama City Beach, Florida 32413 and the mailing address of the corporation is the same.

THIRD:

The purpose of the corporation is to engage in the business of buying, selling and owning real estate and charging commissions therefor and any other activity permitted by Florida Statutes Section 621.08 as made be from time to time amended.

FOURTH:

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

FIFTH:

The name and street address of the initial registered agent of this corporation is Bill R. Hutto, 620 McKenzie Avenue, Panama City, Florida 32401.

SIXTH:

The name and address of the person signing these Amended and Restated Articles of Incorporation is William E. Holt, the sole shareholder and director of the corporation, 17351 Front Beach Rd., Ste. E-201, Panama City Beach, FL 32413.

SEVENTH:

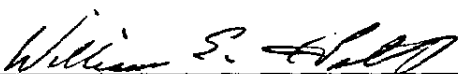
These Amended and Restated Articles of Incorporation are duly adopted by the incorporator's Board of Directors without shareholder action and that shareholder action was not required.

EIGHTH:

The licensee of the corporation is William E. Holt, a broker associate with the Florida Real Estate Commission.

The foregoing Amended and Restated Articles of Incorporation amend and restate in total the Articles of Incorporation of this corporation and rename same.

DATED this 31st day of May, 2005.


William E. Holt, sole shareholder,
officer and director

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared William E. Holt, known to me to be the person who executed the foregoing, and acknowledged that he executed the same for the purposes therein expressed.

WITNESS MY hand and official seal this 31st day of May, 2005.

(S E A L)



Linda Altman
LINDA ALTMAN

Sign and print name of notary

Personally known ✓

or Produced Identification

Type of ID

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above Amended and Restated Corporation, at the place designated in the Amended and Restated Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.

Bill R. Hutto