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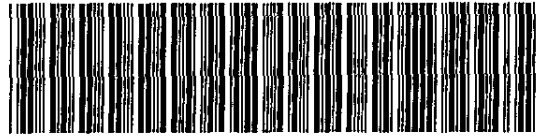
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December 6, 2005

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment
in the Nature of a Complete Restatement to the
Articles of Incorporation of JoAnn Nicolo, Inc.

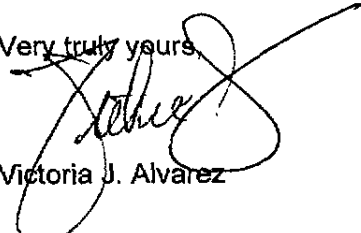
Dear Sir or Madam:

Enclosed for filing is an original of the Articles of Amendment in the Nature of a Complete Restatement to the Articles of Incorporation of JOANN NICOLO, INC., together with check number 5274 in the amount of \$43.75, representing your filing fee (\$35.00) and certified copy fee (\$8.75).

I would appreciate your filing the Articles of Amendment and returning a certified copy to the undersigned at your earliest convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,


Victoria J. Alvarez

VJA:dm
Enclosures
cc: Ms. JoAnn Nicolo, President (w/ enc)

**ARTICLES OF AMENDMENT
IN THE NATURE OF A COMPLETE RESTATEMENT
TO THE
ARTICLES OF INCORPORATION
OF
JOANN NICOLO, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOANN NICOLO, INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in their entirety, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The amendment of the existing Articles of Incorporation being effected hereby is in the nature of a complete restatement of the Articles of Incorporation as of the date hereof as set forth below.

2. As amended below, these Articles of Amendment in the Nature of a Complete Restatement to the Articles of Incorporation has the effect of converting the Corporation from a business corporation under Chapter 607 to a professional corporation under Chapter 621 of the Florida Statutes and of changing the Corporation's name from "**JOANN NICOLO, INC.**" to "**JOANN NICOLO, P.A.**" and of changing the law governing the Corporation accordingly.

3. These Articles of Amendment in the Nature of a Complete Restatement to the Articles of Incorporation was approved by unanimous joint written consent of the stockholders and Board of Directors of the Corporation, adopted as of the 6th day of December, 2005.

4. These Articles of Amendment in the Nature of a Complete Restatement to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, the name of the Corporation shall be "**JOANN NICOLO, P.A.**" and the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE I
NAME

The name of this corporation shall be:

JOANN NICOLO, P.A.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

6322 Palma Del Mar Blvd. South #901
St. Petersburg Beach, Florida 33715

ARTICLE III
BUSINESS AND PURPOSES

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- A. to engage solely and specifically in the business of carrying on the general practice as a real estate salesperson;
- B. to invest in real estate, mortgages, stocks, bonds or any other type of investments;
- C. to own real and personal property necessary for the rendering of the above professional services; and
- D. in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV
CAPITAL STOCK

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be **Ten Thousand (10,000) shares of common stock with One Dollar (\$1.00) par value per share.** Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable. The capital stock of this corporation may be

issued only to individuals who are duly licensed or otherwise legally authorized to practice law in the State of Florida.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V **EXISTENCE OF CORPORATION**

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. The existence of this corporation thereafter shall be perpetual.

ARTICLE VI **REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at **6322 Palma Del Mar Blvd. South #901, St. Petersburg Beach, Florida 33715** and the initial registered agent of this corporation at such office shall be **JOANN NICOLO**. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII **BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of not less than one (1), the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice law in the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII **BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of one (1) member, such member to hold office until her successors have been duly elected and qualified. The name and street address of the sole director is:

| <u>Name</u> | <u>Address</u> |
|--------------|--|
| JOANN NICOLO | 6322 Palma Del Mar Blvd. South #901 St. Petersburg Beach, Florida 33715 |

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|--------------|--|
| JOANN NICOLO | 6322 Palma Del Mar Blvd. South #901 St. Petersburg Beach, Florida 33715 |

ARTICLE X
BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

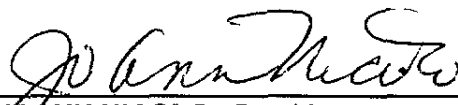
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment in the Nature of a Complete Restatement to the Articles of Incorporation to be executed by its President.

JOANN NICOLO, INC.

By: 
JOANN NICOLO, President

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **JOANN NICOLO**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statute's.

DATED this 12 day of December, 2005.


JOANN NICOLO