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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
24 HOUR REAL ESTATE CORP**

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HUG US US 10:22a Craig Pepin-Donat

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**ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
24 HOUR REAL ESTATE CORP**

Pursuant to Section 607.1007, Florida Statutes, 24 Hour Real Estate Corp, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are set forth in **EXHIBIT A**.

SECOND: The Amended and Restated Articles change the name of the Corporation to 24 Hour Investment Corp.

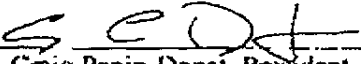
THIRD: The Amended and Restated Articles were adopted as of July 31, 2005.

FOURTH: The Amended and Restated Articles were adopted by the unanimous consent of the shareholders of the Corporation.

Signed this 31 day of July, 2005.

24 HOUR REAL ESTATE CORP.
a Florida corporation

By: _____


Craig Pepin-Donat, President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
24 HOUR REAL ESTATE CORP**

**ARTICLE I
NAME**

The name of the Corporation is 24 Hour Investment Corp.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 13245 Atlantic Blvd., Suite 4-306, Jacksonville, Florida 32225.

**ARTICLE III
CAPITAL STOCK**

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is 1,500,000 shares having a par value of \$0.10 per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders' agreement recorded in the Corporation's minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

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**ARTICLE IV
DIRECTORS**

(a) Number. The Corporation shall have six (6) directors initially. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

✓ Craig Pepin-Donat	13245 Atlantic Blvd., Suite 4-306 Jacksonville, Florida 32225
✓ Denis Doulgeropoulos	13245 Atlantic Blvd., Suite 4-306 Jacksonville, Florida 32225
✓ Don Harbich	13245 Atlantic Blvd., Suite 4-306 Jacksonville, Florida 32225
✓ Adam Loew	13245 Atlantic Blvd., Suite 4-306 Jacksonville, Florida 32225
✓ Konstantinos Pappous	13245 Atlantic Blvd., Suite 4-306 Jacksonville, Florida 32225
✓ Stephen M. Loew	13245 Atlantic Blvd., Suite 4-306 Jacksonville, Florida 32225

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE V
BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VI
DURATION**

The Corporation shall exist perpetually. Corporate existence commenced on May 20, 2005.