ATTORNEYS AT LAW

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MASTER OF LAWS IN TAXATION FLORIDA BAR BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES KENT A. SKRIVAN

JOHN L. SULLIVAN, JR.

MASTER OF LAWS IN TAXATION

400002196744--9 *****35.00 *****35.00

May 28, 1997

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

Amended and Restated Articles of Incorporation HOMETRADES REFERRAL, INC.

Dear Sirs:

Enclosed please find the Amended and Restated Articles of Incorporation for HOMETRADES REFERRAL, INC. for filing with your office.

Please forward a time stamped copy to our office after the Articles have been filed. We have enclosed an extra copy for your use in that regard. We are not requesting a certified copy at this time.

We enclose our firm's check in the amount of \$35.00 to cover your fees in this matter.

Thank you for your cooperation. If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

AUTHORIZATION BY PHONE TO

Skrivan

BOC. EXAM Bukovey

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

QF

HOMETRADES REFERRAL, INC.

Section 607.1007, Florida Pursuant to Statutes, 7 the undersigned corporation adopts the following Restated and Amended Articles of Incorporation. These Amended and Restated Articles of Incorporation completely restate and amend the Articles of Incorporation of HomeTrades Referral, Inc. filed with the Secretary of State on August 23, 1995. These Amended and Restated Articles of Incorporation were duly adopted by the unanimous consent of the Directors and Shareholders of the Corporation and all amendments included herein have been adopted pursuant to and as provided by Florida Law. There is no discrepancy between the Articles of Incorporation and the provisions of the Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Florida Law and the omission of matters of historical interest. The date of adoption of the amended and restated articles is May 22, 1997.

AMENDED ARTICLE I

NAME

The name of the Corporation is HOMETRADES REFERRAL, INC.

AMENDED ARTICLE II

PRINCIPAL OFFICE; MAILING ADDRESS

The address of the principal office of the Corporation is 9220 Bonita Beach Road, Suite 218, Bonita Springs, Florida 34135.

The mailing address of the Corporation is 9220 Bonita Beach Road, Suite 218, Bonita Springs, Florida 34135.

AMENDED ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is to engage in the business of tradesman referral and similar services and for all other lawful purposes allowed a Florida corporation.

AMENDED ARTICLE IV

DURATION

The Corporation shall have a perpetual existence.

AMENDED ARTICLE V

DIRECTORS

The method by which Directors of the Corporation shall be elected is set forth in the ByLaws. The Corporation shall have at least one director.

AMENDED ARTICLE VI

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar Par value Common Stock.

AMENDED ARTICLE VII

REGISTERED AGENT AND ADDRESS

The name of the registered agent for the Corporation is Lawrence M. Bukovey. The address of the registered agent is 9220 Bonita Beach Road, Suite 218, Bonita Springs, Florida 34135.

	IN WITNES									
the	Corporation or corporation	n has	signed	these	Amended	and	Resta	ted	Articles	of
Inco	orporation o	this _	day	of MI	<u> </u>		, <u> </u>	997.	ı	

Lawrence M. Bukovey, Fresident and Director

STATE OF FLORIDA COUNTY OF LEE

The foregoing instrument was acknowledged before me this day of MAY, 1997, by LAWRENCE M. BUKOVEY as president and Director of HOMETRADES REFERRAL, INC., who is personally known to me or who produced a driver's license as identification and who did take an oath.

NOTARY PUBLIC

MY COMMISSION EXPIRES:



AGREEMENT TO SERVE AND ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Amended and Restated Articles of Incorporation, 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.

Date: 22 6'AV 47

Lawrence M. Bukovey L.S.