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TALLAHASSEE, FLORIDA

06/01/05--01029--015 **52.50

AMEND 8 NC
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PAC

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May 25, 2005

Secretary of State
Corporate Records Bureau
AMENDMENTS SECTION
409 East Gaines Street
Tallahassee, Florida 32399

RE: AMENDMENT to ARTICLES OF INCORPORATION
OLD NAME: RUHLING CORP.
NEW NAME: NANCY DOWSON, P.A.

Dear Madam or Sir:

Enclosed please find my check for **\$52.50** and an original and one(1) copy of **Amendment to Articles of Incorporation of Ruhling Corp.**

Please return a certified copy of the **Amendment to Articles of Incorporation** and a **Certificate of Status** for the said corporation to my office. Enclosed is a self-address stamped envelope.

Thank you for your cooperation.

Very truly yours,



CHRISTOPHER P. KELLEY

CPK:rd
Enclosures

\$ 35.00 Arts and Reg Agent
8.75 w/cert copy
8.75 w/Cert of Status

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
RUHLING CORP.**

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TALLAHASSEE, FLORIDA

I, the undersigned, being the President of **RUHLING CORP.**, whose Articles of Incorporation were filed on or about the 7th day of December, 1995, under the name **RUHLING CORP.**, do now submit this Amendment to the original Articles of Incorporation in the following particulars:

AMENDMENT TO ARTICLE I

Article I of the original Articles of Incorporation shall be amended to read as follows:

CORPORATE NAME

"The name of this corporation is

"NANCY DOWSON, P.A."

(A professional association organized pursuant to the
Professional Service Corporation Act, Chapter 621,
Florida Statutes)

AMENDMENT TO ARTICLE III

Article III - PURPOSE, of the original Articles of Incorporation shall be amended by deleting same and inserting in lieu thereof, the following:

PURPOSE

"The general purpose or purposes for which this corporation is initially organized shall include and are as follows:

(1) To engage in the business of rendering professional real estate services to the general public and to do all things in connection therewith that are customarily done by realtors and real estate brokers under the laws of the State of Florida and in accordance with the Professional Service Corporation Act; provided, however, that such professional services shall be

rendered only through officers, employees and agents who, if so required by law, are duly licensed to practice said profession in the State of Florida.

(2) To carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects of this corporation to such extent as a corporation organized under the Professional Service Corporation Act may now or may hereafter lawfully do."

AMENDMENT TO ARTICLE IV

Article IV - CAPITAL STOCK, of the original Articles of Incorporation shall be amended by deleting same and inserting in lieu thereof, the following:

CAPITAL STOCK

(1) The aggregate number of shares which this corporation shall have authority to issue is 7,500 and such shares are to consist of one class only, namely Common Stock, and the par value of each of the shares shall be \$1.00.

(2) Each share of Common Stock shall entitle the holder thereof to one vote on each matter to be voted on at any meeting of shareholders.

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

(4) All or any part of the Common Stock may be issued for such consideration whether in cash, in property, or in labor or service at a fair valuation not less than the par value of the shares issued therefore, as shall be fixed by the Board of Directors. All stock when issued shall be paid for and shall be non-assessable.

(5) The holders of the Common Stock of the corporation shall have the preemptive rights to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally subscribed for by the shareholders of this corporation, whether such shares are to be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized

or be authorized by subsequent amendment to these Articles of Incorporation.

AMENDMENT TO ARTICLE V

Article V - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE, of the original Articles of Incorporation shall be amended by deleting same and inserting in lieu thereof, the following:

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

REGISTERED AGENT

CHRISTOPHER P. KELLEY

ADDRESS OF INITIAL REGISTERED OFFICE

11098 Biscayne Boulevard, Suite 205
Miami, Florida 33161

AMENDMENT TO ARTICLE VI

Article VI - BOARD OF DIRECTORS, of the original Articles of Incorporation shall be amended by deleting same and inserting in lieu thereof, the following:

BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the shareholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and acting, 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 shareholders. The shareholders of this Corporation may remove any director from office at any time with or without cause.

AMENDMENT TO ARTICLE VII

Article VII - INITIAL DIRECTORS, of the original Articles of Incorporation shall be amended by deleting same and inserting in lieu thereof, the following:

INITIAL DIRECTORS

There name and post office address of the first Director(s) of the Professional Association is:

NAME

NANCY DOWSON

ADDRESS

305 N.E.91 STREET
Miami Shores, FL 33138

AMENDMENT TO ARTICLE IX

Article IX - INDEMNIFICATION, of the original Articles of Incorporation shall be amended by deleting same and inserting in lieu thereof, the following new Article IX:

TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director of officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he or she were not such officer or director of such other corporation or not so interested.

ARTICLE X

The original Articles of Incorporation shall be amended by adding the following new article:

ARTICLE X
BY-LAWS

(1) The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws or

PERSONALLY APPEARED before me **NANCY DOWSON**, as President/Director of **RUHLING CORP.**, to me known as the person who subscribed and who executed the foregoing **Amendment to the Articles of Incorporation**, and caused the seal of said corporation to be attached hereto, and that he executed and subscribed to the same for the purposes therein expressed.

WITNESS my hand and seal this 25 day of ~~March~~, 2005.


NOTARY PUBLIC, State of FLORIDA at Large

My commission expires:



Christopher P. Kelley
My Commission DD284623
Expires May 21 2008

CERTIFICATE

I, **NANCY DOWSON**, the undersigned, being the President/Director of **RUHLING CORP.**, do hereby certify that the foregoing Amendment to the Articles of Incorporation of **RUHLING CORP.**, was unanimously approved by the Board of Directors and all Stockholders at the special meeting held on 25 May, 2005, at Miami, Miami-Dade County, Florida, all of the stock entitled to vote being represented at said meeting.

RUHLING CORP.

BY:


NANCY DOWSON

President

STATE OF FLORIDA)

)SS:

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **NANCY DOWSON** as President/Director of **RUHLING CORP.**, and she acknowledged before me that the foregoing **Amendment to the Articles of Incorporation** of said corporation is a true and correct copy of the Amendment which was unanimously approved by the Board of Directors and all Stockholders of said corporation. She further acknowledged before me that she executed the foregoing Certificate for the purposes therein contained on behalf of said corporation.

WITNESS my hand and seal this 25 day of ~~March~~, 2005.


NOTARY PUBLIC, State of FLORIDA at Large

My commission expires:



Christopher P. Kelley
My Commission DD284623
Expires May 21 2008