

P96000032045

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Top Producer Realty, Inc.

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*****52.50 *****52.50

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
✓ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy x2 _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED
01 DEC 26 PM 12:02
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE
AFFAIRS

FILED
01 DEC 26 PM 1:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Amend - N.C.

C. Coulliette DEC 27 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOP PRODUCER REALTY, INC.

FILED
01 DEC 26 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of TOP PRODUCER REALTY, INC., a Florida corporation, filed in Tallahassee on April 12, 1996, be, and they hereby are, amended in the following particulars:

Article I be, and it hereby is, amended to read as follows:

"The name of this Corporation shall be MARY ANN BROWN, P.A."

Article IV be, and it hereby is, amended to read as follows:

"PURPOSES

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

a. To engage in every aspect of the practice of real estate brokerage and/or sales as are engaged in by 'brokers, broker-salespersons, and salespersons', as defined in Chapter 475, Florida Statutes.

b. To engage and render the professional services involved only through its officers, agents, and employees who shall be 'brokers, broker-salespersons, and salespersons', as defined in Chapter 475, Florida Statutes, in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

d. To engage in no other business than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida."

The following Articles are added:

"ARTICLE XII

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent, or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

BYLAW AMENDMENT

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

ARTICLE XV

CHANGE OF CORPORATE STATUS

These amended Articles of Incorporation are being adopted for the purpose of changing this corporation from a corporation filed pursuant to Chapter 607, Florida Statutes, to a Professional Service Corporation pursuant to Chapter 621, Florida Statutes."

2. The foregoing Amendments were duly adopted unanimously by all of the Directors and all of the Shareholders of the

corporation on the 20th day of December, 2001. The number of votes cast for these Amendments was sufficient for approval.

In all other respects, the Articles of Incorporation shall remain as they were prior to these Amendments being adopted.

IN WITNESS WHEREOF, the undersigned, as President, Sole Director, and Sole Shareholder of this corporation, has executed these Articles of Amendment this 24th day of December, 2001.

TOP PRODUCER REALTY, INC.

By: Mary Ann Brown
MARY ANN BROWN
President, Sole Director, Sole
Shareholder

STATE OF FLORIDA

COUNTY OF ST. LUCIE

24th The foregoing instrument was acknowledged before me this day of December, 2001, by MARY ANN BROWN, as President, Sole Director, and Sole Shareholder of TOP PRODUCER REALTY, INC., a Florida corporation, on behalf of the corporation. She is personally known to me.

Joan M. Midgette
Notary Signature

Joan M. Midgette

Notary Name Printed

Notary Public, State of Florida

My Commission Expires:



Joan M. Midgette
MY COMMISSION # CC909964 EXPIRES
March 25, 2004
BONDED THRU TROY FAIN INSURANCE, INC.