

P97000041084



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 489084 80490A

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 35.00

FILED
97 AUG -7 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 7, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 489084-005

CUSTOMER NO: 80490A

CUSTOMER: Peter C. Pappas, Esq
Pappas & Garcia, P.A.
Suite 540
225 E. Robinson Street
Orlando, FL 32802

None Change
Amend

600002266636--0

DOMESTIC AMENDMENT FILING

NAME: R. TRUMAN UPRIGHT &
ASSOCIATES, P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 AUG -7 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG -7 PM 12:20
DIVISION OF CORPORATION

*00050,
*00075 *00250, 00615, 00672



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 7, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: R TRUMAN UPRIGHT & ASSOCIATES INC.
Ref. Number: P97000041084

RESUBMIT
Please give original
submission date as file date.

We have received your document for R TRUMAN UPRIGHT & ASSOCIATES INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00040278

RECEIVED
97 AUG 13 AM 11:28
TALLAHASSEE, FL

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
R. TRUMAN UPRIGHT & ASSOCIATES, INC.**

The undersigned Secretary of R. Truman Upright & Associates, Inc., hereby certifies that on the 10th day of August, 1997, the sole member of the Board of Directors and the Shareholder of R. Truman Upright & Associates, Inc., by written action in lieu of a joint special meeting in accordance with the provisions of Sections 607.0821 and 607.0704, Florida Statutes, approved a resolution amending the Articles of R. Truman Upright & Associates, Inc., and that the following is a true and correct copy of said resolution:

"RESOLVED, that the Articles of Incorporation are hereby amended to read as follows:

Article I

Name, Principal Place of Business, and Duration

The name of the Corporation is R. Truman Upright & Associates, P.A. The principal place of business of the Corporation is 134 Deskin Drive, South Daytona, Florida 32119. The duration of the Corporation is perpetual.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 225 E. Robinson Street, Suite 540, in the City of Orlando, County of Orange. The name of the registered agent at such address is Peter C. Pappas.

Article III

Corporate Purposes, Powers and Rights

The general purpose for which this Corporation is organized shall be:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Real Estate Agent duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice as a Real Estate Agent therein.

2. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

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TALLAHASSEE, FLORIDA

3. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the Corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

4. It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 or Chapter 621 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

Article IV

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") \$1.00 par value per share.

2. Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Real Estate Agent under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

Article V

Incorporator

1. The name and mailing address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Peter C. Pappas	225 E. Robinson Street Suite 540 Orlando, Florida 32801

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

Article VI

Board of Directors

1. The initial number of directors of this Corporation shall be one (1).
2. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.
3. The name and street address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

Name

Street Address

R. Truman Upright

134 Deskin Drive
South Daytona, Florida 32119

4. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the Corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.
5. Each Director shall be a Real Estate Agent duly licensed to render services as such under the laws of the State of Florida.

Article VII

Shareholders

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Real Estate Agent under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

Article VIII

Director and Shareholder Action by Consent

Any corporate action upon which a vote of directors or a committee thereof or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written

consent by holders having less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

Article IX

Indemnification

The Corporation shall indemnify and hold harmless any officer or Director to the fullest extent permitted by law.

Article X

Records

The books of the Corporation may be kept (unless prohibited by law) outside the State of Florida, at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

Article XI

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

FURTHER RESOLVED, that the Officer of the Corporation is hereby authorized and directed to take any and all action necessary to effect such amendment."

Executed this 10th day of August, 1997.

R. TRUMAN UPRIGHT & ASSOCIATES, P.A.

(CORPORATE SEAL)

By: _____

R. TRUMAN UPRIGHT

Title: President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by R. TRUMAN UPRIGHT, who is personally known to me, in his capacity as President of R. TRUMAN UPRIGHT & ASSOCIATES, P.A., a Florida corporation, who acknowledged before me that he executed same on behalf of the corporation and with full corporate authority, and who did give an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 6th day of August, 1997.



CASSIE D SMAIL
My Commission CC4994658
Expires Mar. 02, 1999

Cassie D. Smail
Notary Public Signature
Cassie D. Smail
State of Florida
My Commission Expires: 3/2/99

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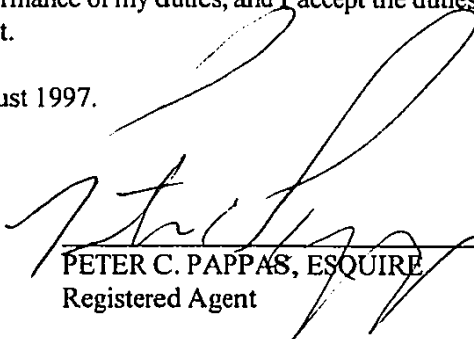
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Business Corporation Act, the following is submitted:

R. TRUMAN UPRIGHT & ASSOCIATES, P.A., with its place of business at 134 Deskin Drive, South Daytona, Florida 32119, County of Volusia, has named Peter C. Pappas, as its agent to accept service of process within Florida.

Having been named to accept service of process for at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.

Dated this 18th day of August 1997.


PETER C. PAPPAS, ESQUIRE
Registered Agent

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97 AUG -7 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA