

**McManus
&
McManus, P.A.**

Attorneys at Law

R. Bruce McManus, President
Board Certified Estate Planning and Probate Lawyer
Fred J. McManus 1904-1983

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FILED
97 AUG 18 AM 9:34
MARIA LEIGHTON McManus
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 12, 1997

Secretary of State
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/18/97-01038--003
*****35.00 *****35.00

RE: S.G. Dudenhoefer, Inc.

Dear Representative:

Enclosed for filing are the following:

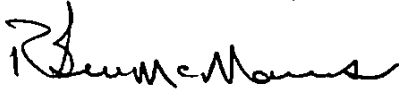
1. Original and copy of Resolution of Shareholder, Director Amended Articles of Incorporation of S.G. Dudenhoefer, Inc.
2. Original and copy of Amended Articles of Incorporation of S.G. Dudenhoefer, P.A.
3. Our check payable to Secretary of State of Florida for \$35.00.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please file the Resolution and certificate of Amended Articles of Incorporation and send me copies reflecting the date of filing.

Yours very truly,

McManus & McManus, P.A.



R. Bruce McManus
RBM:dlg
Enclosures

cc: Sue Dudenhoefer

VS AUG 26 1997

Amend & N/c

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDED
ARTICLES OF INCORPORATION
OF
S.G. DUDENHOEFER, *INC.*

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

S.G. DUDENHOEFER, P.A.

The address of the principal office of this corporation shall be 213 Orangewood Lane, Largo, FL 33770 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation. The specific nature of the business of the corporation will be the marketing and sale of real estate.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with \$100 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation and the name of the initial registered agent of the corporation at that address is Robert B. Dudenhoefer, Sr., 213 Orangewood

Lane, Largo, FL 33770.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of , and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have a sole Director, initially. The name and address of the initial members of the Board of Directors are:

Suzanne G. Dudenhofer	213 Orangewood Lane Largo, FL 33770
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to the Articles of Incorporation is:

S.G. Dudenhofer
213 Orangewood Lane
Largo, FL 33770

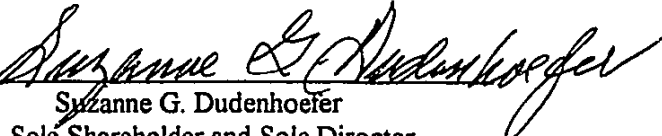
ARTICLE VIII. ELECTION UNDER PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Professional Service Corporation and Limited Liability Company Act.

ARTICLE IX. REGISTERED AGENT

The name and address of the registered agent and office is Robert B. Dudenhofer, Sr., 213 Orangewood Lane, Largo, FL 33770.

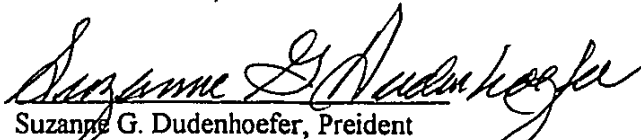
IN WITNESS WHEREOF, Suzanne G. Dudenhofer, the sole shareholder and sole director
has executed this resolution amending the Articles of Incorporation on 12 day of
August, 1997.



Suzanne G. Dudenhofer
Sole Shareholder and Sole Director

I hereby certify that the foregoing is a true copy of the Amended Articles of Incorporation of
S.G. Dudenhofer, P.A.. passed and adopted by resolution on August 5, 1997.

S.G. Dudenhofer, P.A.



Suzanne G. Dudenhofer, President