

MARK D. DAVIS
Attorney at Law

The Professional Building
694 Baldwin Avenue
Suite 3
DeFuniak Springs, Florida 32433
Phone (850) 892-5838
FAX (850) 892-5837

February 19, 1998

The Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Fl. 32311

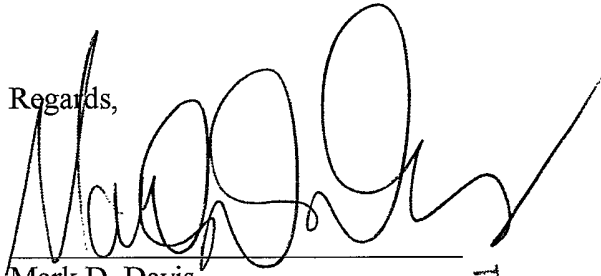
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-02/23/98-01067-015
*****96.25 *****96.25

Re: HOLLY L. DOIN, P.A.

Enclosed is an original and one copy of the Amended Articles of Incorporation and a Resolution of Board of Directors of Holly Doin, Inc. Also, enclosed is a check for \$96.25 for filing of the amended articles for Holly L. Doin, P.A..

Please provide a certificate of status, and a certified copy of these articles.

Regards,


Mark D. Davis
Attorney at Law
694 Baldwin Ave., Suite 3
DeFuniak Springs, Fl. 32433
(850) 892-5838

MDD.sd
Enclosures

FILED
98 MAR 18 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

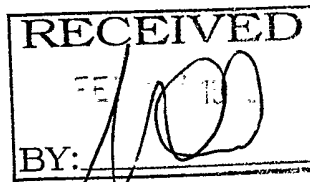
Sandra B. Mortham

Secretary of State

February 25, 1998

MARK D. DAVIS, ATTORNEY AT LAW
694 BALDWIN AVENUE
SUITE 3
DEFUNIAK SPRINGS, FL 32433

SUBJECT: HOLLY L. DOIN, INC.
Ref. Number: P98000004079



RECEIVED
98 MAR 18 AM 9:02
DIVISION OF CORPORATIONS

We have received your document for HOLLY L. DOIN, INC. and your check(s) totaling \$69.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 298A00010481

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
HOLLY L. DOIN, INC**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporations adopts the following articles of amendment to its articles of incorporation:

1. The following amendments to the Articles of Incorporation are adopted, each article of the original articles of incorporation are amended as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF HOLLY L. DOIN, P.A.**

The undersigned natural person, who is licensed or otherwise legally authorized to perform the service of a real estate broker and salesperson in the State of Florida, hereby associate herself the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is HOLLY L. DOIN, P.A.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

The purpose of the corporation is to practice licensed real estate broker/salesperson services and conducting all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is One Hundred (100) shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar per Dollars (\$1.00) per share. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons; (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE V. TAX ORGANIZATION

The Shareholder hereby elect to form a Subchapter S corporation as defined by the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Unites States Code.

ARTICLE VI. PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the corporation's principal office is 54 North Lake Drive, Seagrove Beach, Florida 32459. The name of the initial registered agent of the corporation, located at such office, is Mark D. Davis, 694 Baldwin Avenue, Ste. 3, DeFuniak Springs, Florida 32433.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

*HOLLY L. DOIN
54 North Lake Drive
Seagrove Beach, Florida 32459*

ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is::

*HOLLY L. DOIN
54 North Lake Drive
Seagrove Beach, Florida 32459.*

ARTICLE X. DISSOLUTION

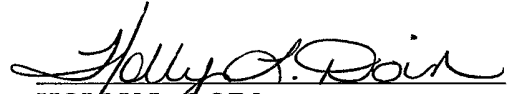
The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

2. The Amendment does not provide for the exchange, reclassification or cancellation of issued shares of stock.

3. The date of the each amendment's adoption is February 16, 1998.

4. The Articles of Amendment were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 9th day of March, 1998.


HOLLY L. DOIN
President and sole member of the
Board of Director.

TO: The Department of State
Tallahassee, Florida 32304

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

In compliance with Section 607.325, of the Florida General Corporation Act, the following is submitted:

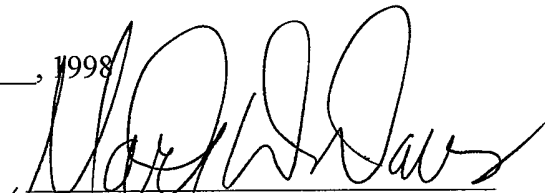
HOLLY L. DOIN, P.A., with its place of business located at 54 North Lake Drive, Seagrove Beach, Florida 32459, has named MARK D. DAVIS, located at 694 Baldwin Avenue, DeFuniak Springs, Florida 32433, as its agent to accept service of process within Florida.

DATED this 9th day of March, 1998.


HOLLY L. DOIN

Having been named to accept service of process for the above-stated corporation, 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 Section 607.325 of the Florida General Corporations Act.

DATED this 2nd day of March, 1998


MARK D. DAVIS