

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8000 • 1-800-342-8062 • Fax (850) 222-1222

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Martin Properties, Inc.

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*****35.00 *****35.00

Amended

Art of Inc. File E
LTD Partnership File Restated
Foreign Corp. File E
L.C. File name
Fictitious Name File Change
Trade/Service Mark
Merger File
✓ Art. of Amend. File Amended
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
✓ Cert. Copy
✓ 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 I or 3 File
UCC II Search
UCC II Retrieval

FILED
98 NOV 17 PM 4:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
98 NOV 17 AM 10:32

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Signature

Requested by:

Name

Date

Time

11/17 9:48

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
ATLANTICBAY PROPERTIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1007 and 607.1005 of the Florida Statutes, the undersigned Corporation adopts the following Restated and Amended Articles of Incorporation of AtlanticBay Properties, Inc., originally incorporated on September 17, 1998.

AMENDED ARTICLE I - Name

The name of the corporation shall be: **Martin Properties, Inc.**

ARTICLE II - Principal Office and Mailing Address

The street address of the initial principal office is: 731 Park Ridge Circle, Port Orange, Florida 32127. The mailing address of the corporation is: P.O. Box 291373, Port Orange, Florida 32129-1373.

ARTICLE III - Nature of Business

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV - Duration

The corporation shall have perpetual existence, commencing upon filing of these Articles of Incorporation with the Department of State.

ARTICLE V - Shares

The corporation is authorized to issue One Hundred (100) shares. The par value is \$1.00 per share. Each share of stock shall be entitled to one (1) vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

ARTICLE VI - Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII - Board of Directors

The corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time pursuant to the Bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VIII - Initial Director

The name and address of the initial Director of this corporation are:

Stephen G. Martin
1265 W. Granada Blvd., Suite 1
Ormond Beach, Florida 32174

ARTICLE IX - Incorporator

The name and address of the Incorporator of this corporation are:

Stephen G. Martin
1265 W. Granada Blvd., Suite 1
Ormond Beach, Florida 32174

ARTICLE X - Initial Registered Agent and Office

The name and street address of the initial Registered Agent and office are:

Stephen G. Martin
1265 W. Granada Blvd., Suite 1
Ormond Beach, Florida 32174

ARTICLE XI - Amendment

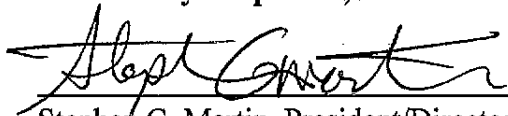
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made, without a meeting of the shareholders.

These Restated and Amended Articles of Incorporation primarily restate the provisions of the Corporation's Articles of Incorporation as previously adopted and filed, and also integrate certain amendments, specifically designated as "Amended," which were adopted pursuant to the Florida Statutes. There is no discrepancy between the Corporation's Articles of Incorporation as previously adopted and the provisions of these Restated and Amended Articles of Incorporation other than the inclusion of amendments adopted pursuant to the Florida Statutes. These Restated and Amended Articles of Incorporation were adopted by unanimous vote of all Directors and Shareholders, which vote was sufficient for approval, effective November 16, 1998.

In Witness Whereof, the undersigned has executed these Restated and Amended Articles of Incorporation on November 16, 1998.

**Martin Properties, Inc.,
formerly incorporated as
AtlanticBay Properties, Inc.**

By:


Stephen G. Martin, President/Director

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Section 607.0505, Florida Statutes.


Stephen G. Martin, Registered Agent

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