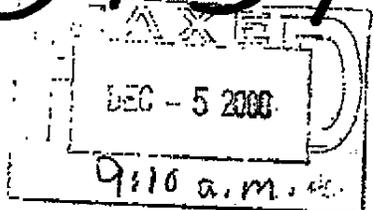


P99000073739



Florida Department of State
Division of Corporations
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BASIC AMENDMENT

MLS INTERACTIVE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Amended & Restated
Articles



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 5, 2000

MLS INTERACTIVE, INC.
P O BOX 511447
PUNTA GORDA, FL 33951-1447

SUBJECT: MLS INTERACTIVE, INC.
REF: P99000073739

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

ARTICLE 10 SHOULD BE DELETED FROM THESE AMENDED AND RESDTATED ARTICLES. IT ONLY PERTAINS TO BEW CORPORATION FILINGS.

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

FAX Aud. #: H00000063330
Letter Number: 300A00061556

FAX AUDIT # H00-63330

STATE OF FLORIDA
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MLS INTERACTIVE, INC.

Pursuant to Sections 607.1006 and 607.1007, Florida Statutes, this Florida corporation, desiring to amend and restate its Articles of Incorporation in their entirety which were filed on August 18, 1999, under the name of MLS Interactive, Inc., does certify as follows:

"Article 1. Name. The name of the Corporation is:

MLS Interactive, Inc.

Article 2. Mailing Address. The mailing address of the Corporation is:

200 East Venice Avenue
Venice, Florida 34285

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The purpose of the Corporation is to develop, market and sell computer software for the real estate industry; to do and transact all business, contracts and agreements of every kind and description, including the right to sell, acquire, improve and lease real property which may be necessary, desirable or expedient in connection with the operation of such business; to transact any business and to engage in, enter into, promote or conduct any business, activity,

Prepared by: David M. Silberstein, Esq.
Kirk Pinkerton
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty Bar #0436879

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contract or undertaking for which corporations may be incorporated under the Florida Business Corporation Act.

Article 5. Capital Stock. The maximum number of shares which the Corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
800,000	\$0.20	Class A Common
200,000	\$0.20	Class B Common

Except as otherwise provided by law, none of the shares of Class A common stock shall carry any voting rights, including no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval. Holders of each share of Class B common stock shall be entitled to one (1) vote with respect to any actions to be taken by the shareholders of this Corporation. The Class A and Class B common stock shall share equally and rateably with respect to the assets of this Corporation in the event of its dissolution. Neither class shall have any preference with respect to the payment of any dividends by this Corporation. No shareholder of either class of stock shall be entitled to preemptive rights with respect to the issuance of additional shares of stock of either class.

Article 6. Registered Office and Agent. The street address of the Registered Office of the Corporation is 200 East Venice Avenue, Venice, Florida 34285, and the name of its Registered Agent at that address is Derek Dunn-Rankin.

Article 7. Incorporator. The name and address of the Incorporator is as follows:

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Derek Dunn-Rankin 200 East Venice Avenue
Venice, Florida 34285

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

These Amended and Restated Articles of Incorporation were approved by the sole Shareholder.

Signed this 4th day of December, 2000."


DEREK DUNN-RANKIN, President

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MLS Interactive, Inc. which is contained in the foregoing Amended and Restated Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 4th day of December, 2000.


DEREK DUNN-RANKIN
Registered Agent

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