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BASIC AMENDMENT

APARTMENT HUNTERS, INC.

Certificate of Status	0
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

In accordance with Section 607.1007, Florida Statutes, the Board of Directors of Apartment Hunters, Inc. (the "Corporation") hereby amends and restates in its entirety the Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

Apartment Hunters, Inc.

ARTICLE II. ADDRESS

The mailing address of the Corporation is:

11209 North Dale Mabry, Suite D
Tampa, Florida 33618

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation began on November 25, 1991.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The stock of the Corporation shall be divided into two classes: 1,000,000 shares of common stock having a par value of \$.001 per share, and 100,000 shares of preferred stock having a par value of \$.01 per share.

The preferred shares may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof, and the relative rights, preferences, and limitations of each series, and specifically the Board of Directors is authorized to fix with respect to each series (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not the shares of such series shall be subject to a purchase, retirement, or sinking fund provisions; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock, (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences, and limitations as shall not be inconsistent with the laws of Florida.

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ARTICLE VI. CURRENT REGISTERED OFFICE AND AGENT

The street address of the current registered office of the Corporation is 11209 North Dale Mabry, Suite D, Tampa, Florida 33618, and the name of the Corporation's current registered agent at that address is Steven S. Oehlerking.

ARTICLE VII. BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one or more than twelve.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify any person who was or is a director or officer of the Corporation to the greatest extent provided by law.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal the bylaws shall be vested in the vote of the holders of a majority of the issued and outstanding shares of common stock.

ARTICLE X. AMENDMENTS

The vote of the holders of a majority of the issued and outstanding shares of common stock reserves the right to amend, alter, change, or repeal any provision in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the shareholders, in accordance with Section 607.1003 of the Florida Statutes, as of May 31, 2002. The number of votes for the amendments contained herein were sufficient for shareholder approval of such amendments.

The undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation this 31st day of May, 2002.

APARTMENT HUNTERS, INC.

By


Steven S. Oehlerking, President