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June 17, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-06/19/98-01070-019
*****87.50 *****87.50

Gentlemen:


Re: Robina R. English, Inc.

Enclosed are the original and a copy of Amendment No. 1 to the Articles of Incorporation of the captioned corporation. Please file the original and return the copy certified.

A check in the amount of \$87.50 is enclosed to cover the \$35.00 filing fee and the \$52.50 fee for the certified copy.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By 
John B. McCracken

GAUSERS\ATTY\JBM\2869-2\SECYST.L1
Enclosures

APPROVED
AND
FILED
98 JUN 19 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM 169470
NO statement
4/10
19-98
\$ cert copy

**AMENDMENT NO. 1
TO
ARTICLES OF INCORPORATION
OF
ROBINA R. ENGLISH, INC.**

Robina R. English, Inc., a Florida corporation, under its corporate seal and the hands of its President, Robina R. English, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation, the following resolution was duly and unanimously adopted by the Board of Directors and by all holders of the outstanding stock of the corporation, by written instrument dated June 17, 1998 to-wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Articles of Incorporation of Robina R. English, Inc., which were approved and filed in the office of the Secretary of State at Tallahassee, Florida, on October 5, 1992, be amended by:

Striking the introductory paragraph of such Articles and inserting in its place:

I, the undersigned, hereby make, subscribe, and file these Articles of Incorporation for the purpose of forming a Professional Service Corporation pursuant to Chapter 621 of the Florida States.

Striking Article I thereof in its entirety and by substituting therefor the following:

ARTICLE I

Name

The name of this corporation shall be ROBINA R. ENGLISH, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 18 AM 9:40

APPROVED
AND
FILED

Striking Article II thereof in its entirety and by substituting therefor the following:

ARTICLE II

Purpose

This corporation is organized for the purpose of conducting business as a Registered Real Estate Broker in Florida to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation; and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida Business Corporation Act in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

Striking Article III thereof in its entirety and by substituting therefor the following:

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of

10,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

Shares of the corporation's capital stock shall only be issued to individuals who are duly licensed as Registered Real Estate Brokers in the State of Florida.

No shareholder of the corporation may sell or transfer his share of stock therein except to another individual who is eligible to be a shareholder of the corporation. No shareholder of the corporation shall enter in to a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares. Proxies may be given only to other shareholders.

The corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder. In the event of death or disqualification of any shareholder, the remaining shareholders of the corporation, or the corporation itself, shall redeem the shares within ninety (90) days of such death or disqualification.

Any sale or purported sale or transfer of the shares of the corporation other than as herein provided shall be null and void.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and Secretary this 17th day of June, 1998.

ROBINA R. ENGLISH, INC.

(CORPORATE SEAL)

By



Robina R. English,
President/Secretary