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George N. Klimis, L.L.C. FEB-7 PM 1:29

Attorney at Law

♦ L.L.M. Taxation ♦

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 31, 2001

VIA CERTIFIED MAIL/RETURN RECEIPT

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

900003655999--6
-02/07/01--01052--018
*****78.75 *****78.75

Re: GARY T. MOREHOUSE, P.A.

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, enclosed is my firm's check in the amount of \$78.75 for filing of the same.

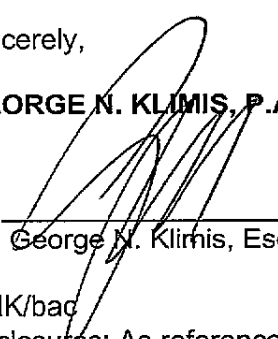
After processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: 

George N. Klimis, Esquire

GNK/bac

Enclosures: As referenced above

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GARY T. MOREHOUSE, P.A.

The undersigned, licensed or otherwise legally authorized to practice real estate sales by and within the State of Florida, hereby acting as incorporators for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE 1: NAME AND ADDRESS

The name and address of this Corporation is **GARY T. MOREHOUSE, P.A., 150 Vista Lane, Naples, Florida 34119**, and the mailing address of the Corporation shall be 23 East Tarpon Avenue, Tarpon Springs, Florida 34689.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the following purposes:

- (a) To engage in every aspect of the practice of real estate sales and all of its fields of specialization as are engaged in by a real estate agent in this State.
- (b) To engage and render the professional service involved only through its officers, agents and employees who are licensed real estate agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this Corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- (d) To own real and personal property necessary for the rendering of professional services hereby authorized.
- (e) To engage in no other business other than rendering of the professional services herein specified.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares at \$1.00 par value common stock. Shares of the Corporation's stock and certificates therefore shall be issued only to real estate agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is George N. Klimis, P.A., 23 East Tarpon Avenue, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is George N. Klimis.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
GARY T. MOREHOUSE	150 Vista Lane Naples, Florida 34119

ARTICLE 7: INCORPORATORS

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
GEORGE N. KLIMIS	23 East Tarpon Avenue Tarpon Springs, Florida 34689

ARTICLE 8: AMENDMENT

8.01 This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

8.02 In the event the ownership of shares of this Corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this Corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of

Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

ARTICLE 9: SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this Corporation who has been rendering real estate services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this Corporation shall cease forthwith; subject, however, to the provisions of Article 8.02 dealing with Amendments. Should any amendment be effected which changes the nature and purpose of this Corporation so that the restrictions of Chapter 621, Florida Statutes do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of Directors of this Corporation, and shall have no financial interest in this Corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the Corporation.

ARTICLE 10: RIGHTS OF SHAREHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE 9

If any shareholder of this Corporation be required to terminate his financial interest in this Corporation because of the application of Article 9, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article 8.02, the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this Corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the Corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE 11: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

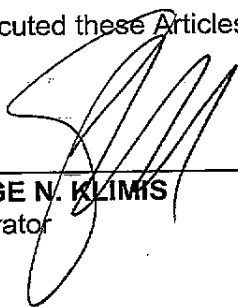
ARTICLE 12: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 13: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 15th day of February, 2001.

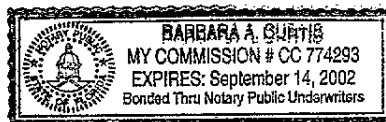


GEORGE N. KLIMIS
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 15th day of February, 2001, by **GEORGE N. KLIMIS**, who is personally known to me or has produced proper identification and who did not take an oath.

signed: Barbara A. Curtis
printed: BARBARA A. CURTIS
Notary Public - State of Florida



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated: February 1, 2001.



GEORGE N. KLIMIS
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA