

TRANSMITTAL LETTER

PO1000044593

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: NARZINSKY REALTY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: LARA NARZINSKY
Name (Printed or typed)

9534 - Seminole Blvd.
Address

Seminole, FL 33772
City, State & Zip

(727) 320-0722
Daytime Telephone number

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*****78.75 *****78.75

FILED
01 APR 30 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

6

ARTICLES OF INCORPORATION

OF

NARZINSKY REALTY, INC.

FILED

01 APR 30 PM 1:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being an individual duly licensed to engage in and practice in the real estate brokerage business within the state of Florida, do hereby make, subscribe, acknowledge and file with the Secretary of State of the state of Florida these Articles of Incorporation for the purpose of organizing a professional service corporation for profit in accordance with the Professional Service Corporation Act of the state of Florida.

ARTICLE I

The name shall be:

NARZINSKY REALTY, INC.

ARTICLE II

The nature of the business to be transacted by this corporation and the powers that it shall possess shall be as follows:

- a. To engage solely and specifically in rendering professional real estate brokerage services to the general public through its officers, employees and agents who are duly licensed or otherwise duly authorized to render such professional services within the state.
- b. To own real or personal property as may be necessary for the rendering of professional real estate brokerage services.
- c. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investments.
- d. To do any and all things and to exercise all powers now or thereafter conferred by the laws of the state of Florida upon professional service corporations by the Professional Service Corporation Act, and to the extent therein now or hereafter made applicable, the provisions of Chapter 607, Florida Statutes.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

a. The corporation shall issue only one class of capital stock. The total number of shares of capital stock authorized and issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share.

b. The consideration for the issuance of said shares of stock, or any part thereof, shall be money current of the United States of America, or property or services at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose. The judgement and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereof. All stock when issued shall be paid for and shall be non-assessable.

c. This corporation shall not issue any of the capital stock to anyone other than an individual who is duly licensed in the real estate brokerage business or otherwise legally authorized to render the same professional services as those for which this corporation is incorporated.

d. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all his stock.

e. The stockholders may establish either in the bylaws of this corporation or in separate stockholders' agreement with or without this corporation as a party conditions and limitations concerning the manner and method of making any transfer, pledge, or other disposition of the stock of this corporation, including, but not limited to provisions granting to certain stockholders or the corporation a first refusal as a condition precedent to any transfer, pledge, or other disposition of stock of this corporation. However, no shareholder of this corporation may sell, transfer or pledge his shares of stock in the corporation except to another individual who is eligible to be a shareholder of such corporation, as provided in this article.

f. The Board of Directors is hereby specifically authorized to adopt bylaws providing for the redemption by the corporation of its shares in the event that a firm, corporation or person to whom this corporation may not by reason of the provisions of these Articles of Incorporation or by law transfer, sell or pledge the stock of this corporation, claims or is about to claim, the right to have shares if the stock in this corporation transferred on the books of the corporation to its or his/her name, claiming said right by virtue of the occurrence of any event, including but without limiting operation of law, legal process, or testamentary disposition. The bylaws may provide for a right of redemption of said stock at a value fixed as of the date of acquisition of the claim of right to have the stocks transferred to such ineligible person, firm or corporation.

ARTICLE V

The corporation shall begin business with a paid in capital of not less than \$1,000.00.

ARTICLE VI

The principal place of business of this corporation shall be at 9534 Seminole Boulevard, Seminole, Pinellas County, Florida 33772, with its post office address the same, or at such other place as may be determined by the bylaws.

ARTICLE VII

The number of director(s) of this corporation shall be fixed from time to time by resolution of the stockholders of this corporation at the annual meeting prior to the election of director(s). Directors need not be stockholders of the corporation, except that the President, who shall be a director of the corporation, must also be a stockholder. Each of the directors shall be a full age and shall be duly licensed or otherwise legally authorized to engage in the business of real estate brokerage in the state of Florida. Directors of the corporation may be removed from office at any time by the stockholders with or without cause.

ARTICLE VII

The name and street address of the member of the first Board of Directors, who, unless otherwise provided by the bylaws, of by these Articles of Incorporation, shall hold office for the first year of existence of the corporation or until a successor is elected or appointed and has qualified is:

NAME

ADDRESS

Lara Narzinsky

9534 Seminole Boulevard
Seminole, Florida 33772

The above-named director is duly licensed to engage in the business of real estate brokerage in the state of Florida.

ARTICLE IX

The subscriber to these Articles of Incorporation is duly authorized to engage in the business of real estate brokerage in the state of Florida, and her name and street address is:

NAME

Lara Narzinsky

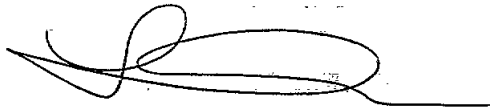
ADDRESS

9534 Seminole Boulevard
Seminole, Florida 33772

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he/she or such firm that is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he/she were not such director or officer of such other corporation or member of such firm, or not so interested.

IN WITNESS WHEREOF, I, the undersigned, have executed these articles for the uses and purposes therein states.



Lara Narzinsky

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

Before me personally appeared LARA NARZINSKY, to me well known

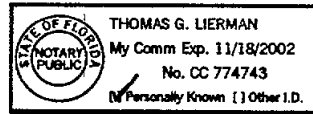
and known to me to be the person described in and who executed the foregoing articles of incorporation, and acknowledged to and before me that she executed said articles for the purpose therein expressed.

WITNESS my hand and official seal, this 24TH day of April, 2001.

Thomas G. Lierman

Notary Public

My commission expires: 11-18-02



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to §48.091, Florida Statutes, the following is submitted:

First that NARZINSKY REALTY, INC., desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation at 9534 Seminole Boulevard, Seminole, Pinellas County, Florida, has named Lara Narzinsky, located at the same address as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:

Lara Narzinsky, Resident Agent