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May 9, 2002

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

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-05/13/02--01097--018
*****78.75 *****78.75

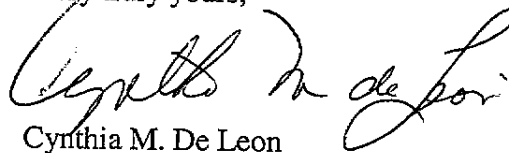
Re: Articles of Incorporation of Joan E. McCaughan, P.A.

Dear Sir/Madam:

Enclosed please find an original and one copy of the above-referenced Articles of Incorporation for filing with the state of Florida, Division of Corporations. Additionally, we are providing our firm check in the amount of \$78.75 which represents filing fees, registered agent fees, and certified copy fee. Please return a certified copy of the filed articles in the enclosed, stamped and self-addressed envelope.

Thank you for your cooperation in this regard.

Very truly yours,



Cynthia M. De Leon
Legal Assistant

CMD:cd
Enclosures

FILED
02 MAY 13 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Service Corporation and the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Joan E. McCaughan, P.A.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

435 Warren Lane
Key Biscayne, Florida 33149

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Common Shares, \$.01 Par Value per Share.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent and street address of this corporation shall be:

William P. McCaughan
c/o Duane Morris, LLP
200 South Biscayne Boulevard, Suite #3410
Miami, Florida 33131-2397

ARTICLE V: INCORPORATOR

The incorporator of this corporation shall be:

Joan E. McCaughan
435 Warren Lane
Key Biscayne, Florida 33149

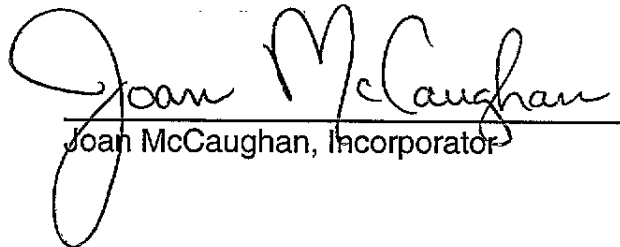
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TALLAHASSEE, FLORIDA

ARTICLE VI: PURPOSE

The purposes for which the corporation is organized are:

To engage in the business of real estate broker as a professional corporation.

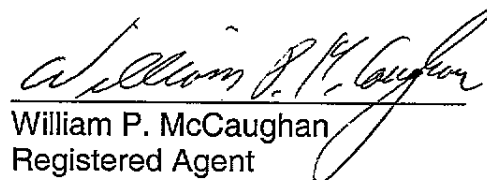
Dated this 9 day of May, 2002.


Joan McCaughan, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 9 day of May, 2002.


William P. McCaughan
Registered Agent