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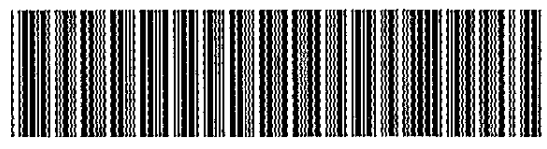
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ROBERT B. WALLACE

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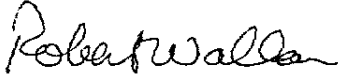
February 2, 2004

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

Dear Sirs:

Please find enclosed articles of Incorporation. I have enclosed \$78.75 for fees including a certified copy.

Yours Truly,



Robert Wallace

RBW/dlc

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DIVISION OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

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LARRY BARBER & ASSOCIATES, P.A.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporators of these Articles of Incorporation are natural persons competent to contract and real estate agents duly licensed to render services as such under the laws of the State of Florida, and hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

Article I. Name and Principal Office

The name of this corporation is Larry Barber & Associates, P.A. and its principal office address is 16320 Croaker Road, Jacksonville, FL 32226.

Article II. Duration

This corporation is to exist perpetually.

Article III. Purpose

This corporation is organized for the following purposes:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a real estate agent, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through individuals authorized by the laws of the State of Florida to render such professional services as individuals.

Article IV. Corporate Powers

This corporation shall have all and singular the following powers:

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies, provided, however, the capital

of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

To have, in furtherance of the corporate purpose, all of the powers conferred upon corporations organized under the Florida General Corporation Act subject to any limitations contained in the Florida Professional Service Corporaion Act and in these articles of incorporation.

Article V. Capital Stock

This corporation is authorized to issue 10,000 shares of one (\$1.00) par value common stock.

Article VI. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 16320 Croaker Road, Jacksonville, FL 32226 and the name of the initial registered agent of this corporation at that address is Thomas Larry Barber, Jr.. The stockholder shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

Article VII. Incorporators

The name and address of the person signing these articles, who is a real estate agents duly licensed to render service as such under the laws of the State of Florida, is:

Thomas Larry Barber, Jr.
16320 Croaker Road
Jacksonville, FL 32226

Article VIII. Management of Corporation By Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article IX. Ownership of Capital Stock

No stock in this corporation shall be issued to anyone other than a

real estate duly licensed under the laws of the State of Florida.

Article X. Transfer of Capital Stock

No stockholder of this corporation shall sell or transfer his stock in this corporation except to another individual who is eligible to be a stockholder of this corporation. If any stockholder becomes legally disqualified to practice medicine in the State of Florida, or accepts employment or becomes engaged in an outside activity that places restrictions or limitations upon his continuous rendering of such professional services, such stockholder's shares shall immediately become subject to purchase by the other stockholders in accordance with the terms and conditions of the Buy and Sell Agreement between the stockholders then in existence.

Article XI. Voting Trusts

No stockholder of this corporation shall enter into 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.

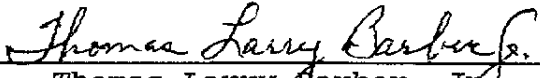
Article XII. By-laws

The stockholders of this corporation shall have the sole power to adopt, amend or repeal By-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-laws.

Article XIII. Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on February 1, 2004.


Thomas Larry Barber, Jr.

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

In pursuance of Florida Statutes, the following is submitted in compliance with said Act:

First that Larry Barber & Associates, P.A., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, Florida, has named

Thomas Larry Barber, Jr.

located at

16320 Croaker Road
Jacksonville, FL 32226

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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.

Thomas Larry Barber, Jr.
Thomas Larry Barber, Jr.

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TALLAHASSEE FLORIDA