FROM PHOENIX LAW PARTNERS (MON)JAN 31 2005 16:1?/ST. 16:09/No. 6660277679 P 1

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Scott Robertson, PA

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ARTICLES OF INCORPORATION
For a Domestic Corporation

Pursuant to the laws of the State of Florida, to wit Chapter 621 of the 2002 Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a corporation ("the Corporation"):

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ARTICLE I

The name of the corporation is:

Scott Robertson, PA

ARTICLE II

The principal office shall be located at

2759 Janet Street, in Matlacha, in the County of Lee, State of Florida.

The mailing address is

2759 Janet Street, in Matlacha, in the County of Lee, State of Florida, with the postal code being 33993.

ARTICLE III

The Corporation shall adopt bylaws that conform to these Articles by unanimous consent of the initial shareholders ("Bylaws"). The Bylaws shall always be construed to conform to these Articles or, if any paragraph or section of the Bylaws cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Bylaws shall be stricken as if it had never been adopted into the Bylaws so that the Bylaws conform to these Articles. The Bylaws shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

ARTICLE IV

Pursuant to Sections 607.0801(1) and 607.0732(1)(a) of the 2001 Florida Statutes, the Corporation will have no board of the directors, but shall, instead, act under the direction of the shareholders (each a "Shareholder"), always pursuant to these Articles and the Bylaws. The Shareholders shall, nonetheless, bear all of the fiduciary responsibilities of directors pursuant to State of Florida law, as well as the laws of any other jurisdiction, when acting in decisional, administrative, custodial and other capacities in the direction of the Corporation's powers that are normally associated with directors as set forth in Section 607.0801(2) of the 2001 Florida Statutes.

ARTICLE V

The Corporation is formed under *Chapter 621* of the *2002 Florida Statutes* and shall perform real estate services under the direction of one or more Shareholders licensed by the Department of Business and Professional Regulation to sell real estate in the State of Florida.

ARTICLE VI

The total authorized shares:

1. Common Shares: **One hundred (100) One and No/100 Dollars ($1.00) par value Class A shares; no other classes are authorized.**
2. Preferred Shares: **None authorized.**

The shares in the Corporation shall be of one class, each share maintaining proportional voting rights. Distributions shall be made in accordance with the Florida Business Corporation Act and as otherwise specified in these Articles and the Bylaws.

The shares are further limited in that all Shareholders must be natural persons and citizens of the United States of America, real estate agents licensed by the Department of Business and Professional Regulation, and must consent to an election to be treated as a small business corporation within the meaning of Subchapter S of the Internal Revenue Code of 1986, as amended, ("IRC") by executing all documents necessary to effect the IRC Subchapter S election.

The shares shall have no other limitations other than those specifically mandated by the Florida Business Corporation Act or as specified in these Articles or the Bylaws.

ARTICLE VII

The initial registered agent is
Noelle M. Melanson, Esq.

Service of process may be made on the registered agent at
12800 University Drive, Suite 260, in the County of Lee, State of Florida, with the postal zip code being 33907.

ARTICLE VIII

The incorporator is
Scott Robertson

The address of the incorporator is
2759 Janet Street, in Matlacha, in the County of Lee, State of Florida, with the postal code being 33993.

ARTICLE IX

The Corporation may engage in any activity permitted by the Florida Business Corporation Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Corporation acts.

ARTICLE X

Except as a result of business operations, these Articles and the Bylaws shall always be construed such that the Corporation will qualify for and continue to satisfy the requirements of IRC Subchapter S, including Department of the Treasury, Internal Revenue Service regulations, rulings, procedures and other pronouncements thereunder. If any section, paragraph, sentence or term of these Articles and/or the Bylaws cannot be reasonably construed to conform to IRC Subchapter S, each offensive section, paragraph, sentence and/or term of these Articles and/or the Bylaws shall be stricken as if it had never been adopted into these Articles and/or the Bylaws so that these Articles and/or the Bylaws conform to IRC Subchapter S.

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ACKNOWLEDGMENT

I, the incorporator of the Corporation, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Corporation by any person or entity prior to the Corporation's formation, if any, execute these Articles this 31st day of January 2005.

Scott Robertson

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF
Scott Robertson, PA

I hereby accept the appointment as resident agent as designated in the attached ~~Articles.~~ I am familiar with and accept the obligations mandated by Chapter 607 of the 2001 Florida Statues that are associated with the appointment.

Noelle M. Melanson, Esq.

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TALLAHASSEE, FLORIDA

State of Florida)
)
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Noelle M. Melanson, Esq., known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 31 day of January 2005.

Deborah A. Miller
Notary Public, State of Florida
My commission number is ____________
My commission expires ____________

OFFICIAL NOTARY SEAL
DEBORAH A MILLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD082185
MY COMMISSION EXP. JAN. 26,2006

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Scott Robertson, PA.
Initial Officer Listing

The Initial Officers of the Corporation are:

President: Scott Robertson
Treasurer: Scott Robertson