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FLORIDA PROFIT/NON PROFIT CORPORATION

GENE S. HALPERN, P.A.

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**ARTICLES OF INCORPORATION
OF
GENE S. HALPERN, P.A.**

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

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is: GENE S. HALPERN, P.A., and its principal office or mailing address is 9303 Blind Pass Road, St. Pete Beach, Florida 33706.

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 purpose:

- (a) To engage in every aspect of the practice of real estate and all of its fields of specialization as are engaged in by realtors in this state.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 9303 Blind Pass Road, St. Pete Beach, Florida 33706, and the name of the initial registered agent is Gene S. Halpern.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation shall have one 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>
Gene S. Halpern	9303 Blind Pass Road, St. Pete Beach, Florida 33706

Prepared by:
Peter J. Vastl, Esq.
FBN 0506311
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, Florida 33731
(727) 822-2033

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ARTICLE 7: INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Gene S. Halpern	9303 Blind Pass Road, St. Pete Beach, Florida 33706

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

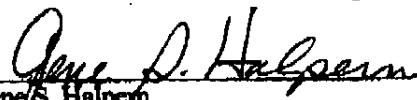
ARTICLE 10: BYLAWS

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.

ARTICLE 11: AMENDMENT

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

12 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of June, 2008.



 Gene S. Halpern
 Incorporator

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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: June 12, 2008.


Gene S. Halpern Registered Agent