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Florida Department of State  
Division of Corporations  
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To:  
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From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**J.C. CONTE, P.A.**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**J.C. CONTE, P.A.**

The undersigned, desiring to organize a professional corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I- NAME**

The name of this corporation shall be:

J.C. CONTE, P.A.

**ARTICLE II- PURPOSE**

The general nature of the professional services to be rendered by this professional service corporation shall be as follows:

- (a) To engage in the practice of real estate sales in the State of Florida.
- (b) To buy, sell, deal in, and exchange shares of its capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional and related services within the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement, or any other type of agreement, vesting another person with the authority to exercise the voting power of any or all of her stock.
- (c) To borrow money and to contract debts in such amount or amounts as the Board of Directors may from time to time determine, when necessary or convenient for the transaction of its professional services, or for the exercise of its corporate rights, privileges, or franchise, or for any other lawful purposes of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness, payable at a specified

ELIZABETH C. PINES-CONTE, ESQ.  
3301 Ponce de Leon Blvd., Suite 200  
Coral Gables, Florida 33134  
305-442-4246  
Florida Bar No. 0056812

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time or times, or payable on the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful object; except that this provision or other provisions herein shall not be construed as empowering the corporation to do any activity not authorized by the Florida Professional Service Corporation Act.

(d) To do all acts of every kind and nature which are from time to time deemed by the Board of Directors to be necessary, suitable, convenient, or proper for the accomplishment of any of the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as a holder or by virtue of any interest in any property, or otherwise.

(e) To acquire all or any part of the goodwill, rights, property and service of any person, or professional service corporation or association heretofore or hereafter engaged in any service which the corporation has the power to conduct; to pay for the same in cash, or stock or bonds of the corporation, provided that such stock or bonds shall be issued only to an individual who is duly licensed or otherwise legally authorized to render professional and related services in the State of Florida; to hold, utilize, or in any manner dispose of, all or any part of the rights and property so acquired and to assume in connection therewith any liabilities of any person, professional services whole, or any part of the service thus acquired.

(f) To subscribe for, receive, purchase or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trust with respect to, deal in, exchange, sell and otherwise dispose of, alone or in syndicates, or otherwise in conjunction with others, and generally deal in and with all of any of the following (hereinafter sometimes referred to collectively as "securities" or individually as "security") namely, all kinds of

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shares, stock, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes, and other securities, obligations, contracts, certificates of interest, choses in action, and evidence of indebtedness generally of any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise, and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to issue in exchange therefor its own securities, and while the owner or holder of any such security, to exercise all the rights, powers, and privileges of ownership or interest thereof, including the right to vote thereon and otherwise act with respect thereto; and to promote, manage, participate in any act as agent for an underwriting, purchasing, or sell syndicate or group, and otherwise to take part in and assist in any legal manner, by guaranty or otherwise, the purchase, sale, or distribution of any such securities.

(g) To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, located in or organized under the law of an authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have interest, and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of the foregoing and to guarantee by endorsement or otherwise the payment of the principal of, or in interest or dividends on, any such security of the foregoing; and generally to do any acts or things designed to protect, preserve, improve or enhance the value of any such security.

3 H99000008603

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(h) And, without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may be hereafter conferred upon professional service corporations by the laws of the State of Florida.

### ARTICLE III- STOCK

The maximum number of shares and the par value of same that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES OF ONE (1) DOLLAR par value each.

### ARTICLE IV- CAPITAL

The amount of capital with which this corporation will begin business shall not be less than FIVE HUNDRED (500) DOLLARS.

### ARTICLE V- EXISTENCE

This corporation shall have a perpetual existence.

### ARTICLE VI - INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation shall be as follows:

J.C. CONTE, P.A.  
6555 N.W. 9 Avenue, Suite 104  
Fort Lauderdale, FL 33309

with branches or offices in such cities, towns, states, or countries as may, from time to time, be authorized by its Board of Directors. The Board of Directors may, from time to time, move the principal office to any other address.

### ARTICLE VII - STOCK TRANSFERABILITY

No shareholder of this corporation may sell or transfer his shares in this corporation, except to another individual who is duly licensed to render the same professional services which the corporation has the power to conduct, and such sale or transfer may be made only after the same shall

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have been approved, at a stockholder's meeting specially called for such purpose, by the holders of a majority of the outstanding stock. At such stockholder's meeting, the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted toward such approval. The Board of Directors of this corporation may adopt any additional by-laws restraining the alienation of shares and providing for the purchase or redemption of its shares by the corporation; provided, however, that such provisions dealing with the purchase or redemption of its shares by the corporation may not be invoked at a time or in a manner that would impair the capital of the corporation.

#### ARTICLE VIII - STOCK OWNERSHIP

The Board of Directors shall require any officer, shareholder, agent or employee of this corporation, who has been rendering professional and related services to the public and who becomes legally disqualified to render such services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon her continued rendering of such professional and related services, to sever all employment with, and financial interests in, this corporation forthwith; and upon the death of a shareholder, the deceased shareholder's stock shall be purchased by the corporation under the terms and conditions to be agreed on by and between the corporation and the shareholders.

#### ARTICLE IX - OFFICERS AND DIRECTORS

The names and post office addresses of the first Officers and Board of Directors, who, subject to the provisions of these Articles of Incorporation, by the by-laws of this corporation, and by the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

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**DIRECTOR'S POST OFFICE ADDRESS:**

JEAN CLAUDE CONTE  
6555 N.W. 9 Avenue, Suite 104  
Fort Lauderdale, FL 33309

There shall be no less than one (1) Director of this corporation.

**OFFICER'S POST OFFICE ADDRESS:**

JEAN CLAUDE CONTE  
6555 N.W. 9 Avenue, Suite 104  
Fort Lauderdale, FL 33309

All of said Directors and Officers are of full age. All of the Directors and Officers in any reference to the singular shall include the plural and vice versa as applicable.

**ARTICLE X - REGISTERED AGENT**

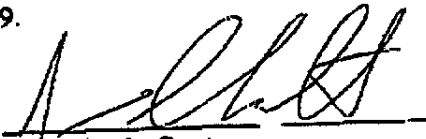
This corporation shall designate Elizabeth C. Pines-Conte, Esq., with offices located at: 3301 Ponce de Leon Blvd., Suite 200, Coral Gables, FL 33134 as its duly authorized registered agent to be in charge of the corporate registered office, as required by law.

**ARTICLE XI - SUBSCRIBERS**

The name and post office address of each subscriber of the Articles of Incorporation and a statement of the number of shares which each agrees to take is as follows:

Jean Claude Conte	6555 N.W. 9 Avenue, Suite 104 Fort Lauderdale, FL 33309	500
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IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 8th day of April, 1999.

  
Jean Claude Conte

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared Jean Claude Conte, who produced as identification Florida Divorce License or C530-463-64-018-0

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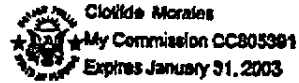
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known to me to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 8 day of April, 1999.

Clotilde Morales  
NOTARY PUBLIC- STATE OF FLORIDA

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That J.C. CONTE, 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 6555 N.W. 9 Avenue, Suite 104, Fort Lauderdale, FL 33309, County of Broward, State of Florida has named Elizabeth C. Pines-Conte, Esq., located at 3301 Ponce de Leon Boulevard, Suite 200, Coral Gables, Florida 33134, County of Miami-Dade, State of Florida, as its agent to accept service of process within the State.

Having been named to accept service of Process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Date: 4/7/99

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TALLAHASSEE FLORIDA

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