

P970000/0234



ACCOUNT NO. : 072100000032

REFERENCE : 244287

124904A
Patricia T. Pitt

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 31, 1997

ORDER TIME : 11:15 AM

ORDER NO. : 244287-005

400002075364--2

CUSTOMER NO: 124904A

CUSTOMER: John P. Miller, Cpa
JOHN P. MILLER, C.P.A., P.A.

2499 Glades Road, Suite 305a

Boca Raton, FL 33431

DOMESTIC FILING

NAME: BRENDA ZEBARTH, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
97 JAN 31 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN 31 PM 4:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

KR
2-3-97

97 JAN 31 AM 9:40
FILED
SECRET
TALLAHASSEE, FLORIDA

BRENDA ZEBARTH, P.A.

A PROFESSIONAL SERVICE CORPORATION

The undersigned natural person, competent and licensed to practice as a real estate sales person in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the Following Articles of Incorporation:

ARTICLE I -- CORPORATE NAME

The name of the corporation shall be:

BRENDA ZEBARTH, P.A.

ARTICLE II -- PRINCIPAL OFFICE

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

Brenda Zebarth, P.A.
2219 N.W. 62nd Drive
Boca Raton, FL 33496

ARTICLE III -- DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

ARTICLE IV -- PURPOSE

The general nature and purpose of business to be transacted, promoted and carried on by the corporation is as follows:

- a. to engage in every aspect of the practice of real estate sales, and all its fields of specialization, as are engaged in by real estate sales persons;

b. to engage in and render the professional services involved only through its officers, agents, and employees who shall be real estate sales persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation;

c. to invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law;

d. to engage in no other business other than the rendition of the professional services specified herein;

e. to do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE V -- CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one-hundred (100) shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to real estate sales persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE VI -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of this initial Registered Agent of this Corporation is:

Brenda Zebarth
2219 N.W. 62nd Drive
Boca Raton, FL 33498

ARTICLE VII -- INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

Brenda Zebarth
2219 N.W. 62nd Drive
Boca Raton, FL 33496

ARTICLE VIII -- BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial director of this corporation is as follows:

Brenda Zebarth
2219 N.W. 62nd Drive
Boca Raton, FL 33496

ARTICLE IX -- INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE X -- SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which this the corporation is organized, or accepts employment that places restriction of limitation on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation account of professional services, The corporation shall forthwith, upon such disqualification any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the

corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI -- INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII -- INDEMNIFICATION

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

ARTICLE XIII -- BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

The undersigned Incorporator has executed these Articles of Incorporation this 29th day of January, 1997.


Brenda Zebarth, Incorporator

FILED
97 JAN 31 AM 9:40
SECRET
TALLAHASSEE, FLORIDA

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is Brenda Zebarth, P.A.
2. The name and address of the registered agent and office is:

Brenda Zebarth
2219 N.W. 62nd Drive
Boca Raton, FL 33496

SIGNATURE

Brenda Zebarth

TITLE President

DATE: January 29, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AS 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 PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE A PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION F MY POSITION AS REGISTERED AGENT.

SIGNATURE

Brenda Zebarth

DATE: January 29, 1997