CERTIFIED PUBLIC ACCOUNTANT 7345 Jackson Springs Road, Suite 3 Tampa, Florida 33634

813-884-7245

February 20, 2000

Florida Department of State Division of Corporations, New Filing Section P.O. Box 6327 Tallahassee, Florida 32314

Dear Sir:

I have enclosed an Articles of Incorporation to establish a new professional corporation in the State of Florida in the following name:

SCOTT P. ZACCARIA, P.A.

I have also enclosed a check for \$78.75 for the applicable filing fee and the certificate of status. I am requesting that you process these Articles of Incorporation as soon as possible and return the corporation charter number to me at the above address. I have also enclosed a second copy of the Articles for you to stamp and return to me.

Sincerely yours,

Carl T. Watkins, CPA

PT. Vatherie

2 Encl's

ARTICLES OF INCORPORATION

OF

SCOTT P. ZACCARIA, P.A.

The undersigned, desiring to form a professional services corporation for profit pursuant to the Laws of the State of Florida and in accordance with the <u>Professional Service Corporation Act</u>, do hereby certify as follows:

ARTICLE I: NAME

The name of the Corporation shall be: SCOTT P. ZACCARIA, P.A.

ARTICLE II: PURPOSE

The Corporation shall be entitled to render professional services as Realtor as permitted under the laws of the State of Florida. The professional services may only be rendered through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such services within the State of Florida.

ARTICLE III: PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 751 Pinellas Bayway, Apt. 308, Tierra Verde, FL. 33715 but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Directors.

ARTICLE IV: CAPITAL STOCK

The capital stock of the Corporation shall be divided into shares of \$1.00 par value, with 7500 shares of common stock authorized, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. No capital stock may be issued to anyone other than an individual or individuals who are duly licensed as Realtor or otherwise legally authorized to render Realtor services within the State of Florida.

ANTERES M. O. C. TOMOR.

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Carl T. Watkins, CPA

7345 Jackson Springs Rd.

Tampa, Fl. 33634

ARTICLE VI: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Carl T. Watkins, CPA

7345 Jackson Springs Rd.

Tampa, Fl. 33634

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The name and address of each member of the Board of Directors of the Corporation are:

Scott P. Zaccaria

751 Pinellas Bayway, Apt. 308

Tierra Verde, FL. 33715

The undersigned has executed these Articles of Incorporation, this 20th day of Feb. 2000.

_ Carl T. Watkins

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designation of its registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: SCOTT P. ZACCARIA, P.A.
- 2. The name and street address of the registered agent and office is:

Carl T. Watkins, CPA

7345 Jackson Springs Rd.

Tampa, Fl. 33634

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

Carl T. Watkins

Carl T. Wather

Date