

ACCOUNT NO.: 072100000032

REFERENCE : 680846

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE: May 1, 2000

ORDER TIME: 11:33 AM

ORDER NO. : 680846-005

CUSTOMER NO:

11812A

CUSTOMER: Lorri Wilson, Legal Assistant

WALKER AND ASSOCIATES, P.A. WALKER AND ASSOCIATES, P.A.

Suite 216

235 South Maitland Ave. Maitland, FL 32751

NAME:

REAL ESTATE CONSULTANTS CORP

EFFECTIVE DATE:

_ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED_COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

2544 EXAMINER'S INITIALS:

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SECRETARY OF STATE DIVISION OF CORPORATIONS

00 MAY - 1 PM 1: 18

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FLORIDA DEPARTMENT OF STATE

Katherine Harris Secretary of State

May 8, 2000

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

submicsion date as file date SUBJECT: CAPITAL REAL ESTATES CONSULTANTS CORP.

Ref. Number: W00000011413

We have received your document for CAPITAL REAL **ESTATES** CONSULTANTS CORP. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 400A00025540





FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

00 MAY - | PM 1: 18

FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 1, 2000

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: REAL ESTATE CONSULTANTS CORP.

Ref. Number: W00000011413



We have received your document for REAL ESTATE CONSULTANTS CORP. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 400A00024087

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DEPARIMENT OF STATE
JUSTON OF CORPORATION
TALLAMASSES

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

Capital Real Estate Consultants Corp. 00 MAY - 1 PM 1:18

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Capital Real Estate Consultants Corp.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial Registered Agent for the corporation, and his address is as follows:

Sheldon Bernstein 301 Milwee Street Longwood, Florida 32750

ARTICLE V - REGISTERED OFFICE

The office of the corporation shall be:

301 Milwee Street Longwood, Florida 32750

ARTICLE VI - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. initial Board of Directors shall consist of: Sheldon Bernstein 301 Milwee Street Longwood, Florida 32750 ARTICLE X - INCORPORATOR The name and address of the incorporators are: Sheldon Bernstein 301 Milwee Street Longwood, Florida 32750 IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th day of April, 2000. INCORPORATORS: Sheldon Bernstein 301 Milwee Street Longwood, Florida 32750 STATE OF FLORIDA COUNTY OF ORANGE Before me, the undersigned notary public, the foregoing instrument was sworn acknowledged and subscribed to before me this 24th day of April, 2000, by Sheldon Bernstein, who did take an oath. He/she is personally known to me; or He/she has produced WWW Il cure PUBBARAINE D. WILSON

(typed-printed or stamped name of Notary)
My Commission Expires:



FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

00 MAY -1 PM 1: 18

The following is submitted in compliance with the laws of the State of Florida. Capital Real Estate Consultants Corp.

a corporation organizing under the laws of the State of Florida, with its principal office located at c/o Sheldon Bernstein, 301 Milwee Street, Longwood, Florida 32750, hereby nominates and appoints Sheldon Bernstein, 301 Milwee Street, Longwood, Florida 32750, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Sheldon Bernstein 301 Milwee Street

Longwood, Florida 32750

STATE OF FLORIDA COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 24th day of April, 2000, by Sheldon Bernstein, who did take an oath.

Check One:

He/she is personally known to me; or

He she has produced divers licens

as identification.

NOTARY PUBLICORRAINED. WILSON

(typed-printed or stamped name of Notary)
My Commission Expires:

LORRAINE D. WILSON
MY COMMISSION # CC 892339
EXPIRES: January 11, 2004
Bonded Thru Notary Public Underwriters