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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : ARLENE F. AUSTIN, P.A.
Account Number : I20000000066
Phone : (941) 514-8211
Fax Number : (941) 514-2777

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BOEDER CONSULTING, P.A.

Certificate of Status	1
Certified Copy	1
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ARTICLES OF INCORPORATION
OF

BOEDER CONSULTING, P.A.

ARTICLE I. NAME

The name of this corporation shall be:

BOEDER CONSULTING, P.A.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be on August 1, 2000. This corporation's duration shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE &
INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

1370 Curlew Avenue
Naples, FL 34102

The name and address of the individual who shall serve as this corporation's initial registered agent is:

Edward Allen Boeder
1370 Curlew Avenue
Naples, FL 34102

ARTICLE IV. PURPOSE

This professional service corporation is being organized to engage in every phase and aspect of the practice of real estate sales, real property management, and related services. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services. It may engage in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

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ARTICLE V. BOARD OF DIRECTORS

The number of directors on this corporation's Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one. The initial director is:

Edward Allen Boeder
1370 Curlew Avenue
Naples, FL 34102

ARTICLE VI. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common capital stock.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed as a realtor in the state of Florida.

ARTICLE VII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation. Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to engage in the sale or management of real estate in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

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ARTICLE VIII. SECTION 1244 STOCK

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 are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. INCORPORATORS

The name and address of the individual who shall serve as this corporation's incorporator is:

Edward Allen Boeder
1370 Curlew Avenue
Naples, FL 34102

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto in the manner provided by law. Any rights conferred upon the shareholders shall be subject to this reservation.

Edward Allen Boeder
Edward Allen Boeder, Incorporator

State of Florida
County of Collier

On August 3, 2000, Edward Allen Boeder, an individual designated above as incorporator, who produced a Florida driver's license as identification, and personally appeared before me at the time of notarization and acknowledged signing these Articles of Incorporation of Boeder Consulting, P.A.

Arlene F. Austin
Notary Public

Arlene F. Austin
(Notary Public - Printed Or Typed Name)

Florida Driver's License
Type of Identification



Arlene F. Austin
Commission # 00261228
Expires Aug. 8, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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ACCEPTANCE BY RESIDENT AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of Boeder Consulting, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent.

Edward Allen Boeder
Edward Allen Boeder - Registered Agent

State of Florida
County of Collier

On August 3, 2000, Edward Allen Boeder, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me [], or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of Boeder Consulting, P.A., as resident agent.

Arlene F. Austin
Notary Public

Arlene F. Austin
(Notary Public - Printed Or Typed Name)

Florida Driver's License
Type of Identification



Arlene F. Austin
Commission # 00861228
Expires Aug. 3, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Commission Expiration Date & Commission Number:

(SEAL)

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