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ACCOUNT NO. : 072100000032

REFERENCE : 790777 4313196

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 8, 2000

ORDER TIME : 11:29 AM

ORDER NO. : 790777-005

CUSTOMER NO: 4313196

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-08/08/00--01044--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CUSTOMER: Steve L. Henderson, Esq  
Moss Henderson Blanton &  
Lanier, P.a.  
817 Beachland Boulevard

Vero Beach, FL 32964

DOMESTIC FILING

NAME: THE BUYER'S AGENT, DIMARZO  
REALTY WEST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG -8 PM 1:35

gf 8/8/00

DIVISION OF CORPORATION

00 AUG -8 PM 12:10

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG -8 PM 1:35

ARTICLES OF INCORPORATION  
OF  
THE BUYER'S AGENT, DIMARZO REALTY WEST, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: THE BUYER'S AGENT, DIMARZO REALTY WEST, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Class A common stock (voting) at \$1.00 par value and 1,000 shares of Class B common stock (nonvoting) at \$1.00 par value.

ARTICLE IV

QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida 32963 and the name of the initial registered agent of this corporation is Steve L. Henderson, Esquire.

The principal place of business and mailing address of the corporation shall be 3505 Ocean Drive, Vero Beach, Florida 32963.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s), initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name of the initial Director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
James W. DiMarzo	3505 Ocean Drive, Vero Beach, FL 32963

## ARTICLE VII

### INCORPORATORS

The name and address of the corporation's incorporator is:

Steve L. Henderson, Esquire  
817 Beachland Boulevard  
Vero Beach, Florida 32963

## ARTICLE VIII

### RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

## ARTICLE IX

### INDEMNIFICATION

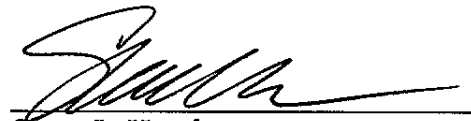
The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights, pursuant to the provisions of Florida Statute 607.0630 (1995).

IN WITNESS WHEREOF, I have subscribed my hand this 7<sup>th</sup> day of August, 2000.

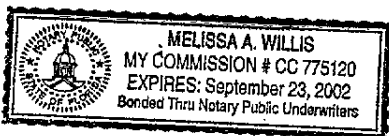


Steve L. Henderson  
Incorporator and  
Registered Agent

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of August, 2000, by Steve L. Henderson who is personally known to me or who has produced identification.

(Notarial Stamp)



NOTARY PUBLIC

Name

State of Florida

My Commission No:

My Commission Expires:

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS


00 AUG -8 PM 1:35

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **THE BUYER'S AGENT, DIMARZO REALTY WEST, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named Steve L. Henderson, <sup>ESQUIRE</sup> State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Steve L. Henderson, ESQUIRE