

P000000078166

August 9, 2000

Florida Dept. Of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of KAREN SCHWALBACH, P.A.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation.
Please certify one copy and return it to the undersigned.

2. My check in the amount of \$78.75 to cover the filing fees.

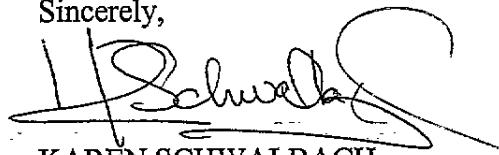
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3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,


KAREN SCHWALBACH

encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

KAREN SCHWALBACH, P.A.

ARTICLE I. NAME

The name of this Corporation is KAREN SCHWALBACH, P.A.

ARTICLE II. DURATION

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The general nature and purposes of business to be transacted, promoted, and carried on by the Corporation are as follows:

- a. To engage in every aspect in the transaction of real estate business and services.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.
- c. To invest its funds in any type of investments permitted by law.
- d. To engage in no other business other than the rendition of professional services specified herein.

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TALLAHASSEE, FLORIDA

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 IV.. CAPITOL STOCK

a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 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 professionalss 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 V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series at that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1493 Stafford Avenue, Merritt Island, FL 32952 and the name of the initial registered agent of this Corporation at that address of KAREN SCHWALBACH.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this Corporation are:

KAREN SCHWALBACH
1493 Stafford Avenue
Merritt Island, FL 32952

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 1493 Stafford Avenue, Merritt Island, FL 32952 and the mailing address of the Corporation is 1493 Stafford Avenue, Merritt Island, FL 32952.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

KAREN SCHWALBACH
1493 Stafford Avenue
Merritt Island, FL 32952

ARTICLE X. 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 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 writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII. 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 the Corporation is organized, or accepts employment that places restrictions or limitations 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 earning or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE XIII. INDEMNIFICATION

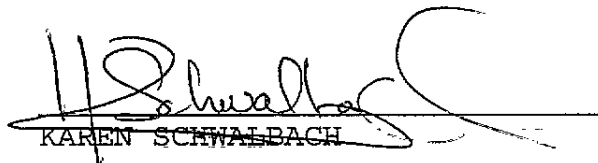
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV. AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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.

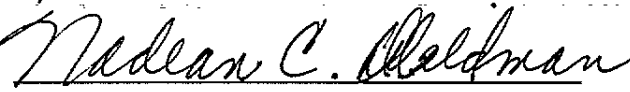
IN WITNESS WHEREOF the undersigned subscriber has executed
these articles of incorporation on this 10 day of August,
2000.

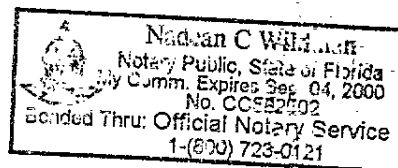

KAREN SCHWALBACH

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary
Public duly authorized in the State and County named above to
take acknowledgment, personally appeared KAREN SCHWALBACH to me
known to be the person described as subscriber in and who
executed the foregoing Articles of Incorporation, and who
acknowledged before me that she subscribed to those Articles of
Incorporation.

WITNESS my hand and official seal in the County and State
named above this 10 day of August, 2000.

FL/DL # S 412-510-61-889-0 
Notary Public




DESIGNATION AS REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That KAREN SCHWALBACH, P.A., desiring to organize under the laws of the state of Florida, with its principal office at 1493 Stafford Avenue, Merritt Island, Brevard County, Florida 32952, has named KAREN SCHWALBACH, located at 1493 Stafford Avenue, Merritt Island, Brevard County, Florida 32952, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


KAREN SCHWALBACH
Registered Agent

FILED
00 AUG 14, AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA