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Law Offices  
Blackburn & Blackburn

Bryan E. Blackburn  
Attorney at Law

September 28, 2000

Please reply to:  
 Jacksonville  Middleburg

Jacksonville Office:  
1921 Dewey Place  
Jacksonville, Florida 32207

Middleburg Office:  
2747 Blanding Boulevard  
Middleburg, Florida 32068

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

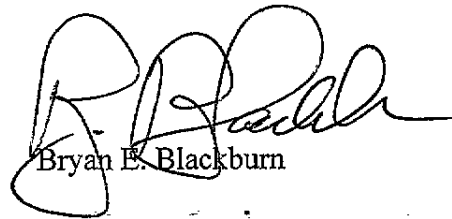
FILED  
00 SEP 29 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Realty Executives The Professionals II, Inc.

To Whom It May Concern:

You will find enclosed the Articles of Incorporation for the above referenced new corporation, together with my check in the amount of \$78.75 representing the filing fee, and fee for a certified copy. Also enclosed is a copy of the Articles of Incorporation to be certified and returned in the envelope provided. Thank you in advance for your assistance in this matter.

Sincerely,

  
Bryan E. Blackburn

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-08/29/00--01101--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

BEB/clf

Enclosures

cc: Nate Orange

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RH 10/3/00

Jacksonville Office:  
Telephone: (904) 399-5004  
Facsimile: (904) 396-5185

Middleburg Office  
Telephone (904) 282-9997

**ARTICLES OF INCORPORATION**  
**OF**  
**REALTY EXECUTIVES THE PROFESSIONALS II, INC.**

FILED  
00 SEP 29 AM 9: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I. NAME**

The name of this corporation is: Realty Executives The Professionals II, Inc.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by the corporation is any and all aspects of real estate brokerage and any other lawful business. This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 7,500 shares common stock, having a par value of \$1.00, all of which shall be fully paid and non-assessable.

**ARTICLE IV. INITIAL STOCK**

The amount of capital with which the corporation will begin business is \$1,000.00.

**ARTICLE V. TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE VI. ADDRESS OF REGISTERED OFFICE AND AGENT**

The registered office and principal place of business of the corporation shall be 1921 Dewey Place, Jacksonville, Florida 32207, or such other place as the Board of Directors of this corporation may select. The initial registered agent is Bryan E. Blackburn, Esquire, 1921 Dewey Place, Jacksonville, Florida 32207.

**ARTICLE VII. INITIAL DIRECTORS**

The names and post office address of the members of the first Board of Directors are:

<u>Name:</u>	<u>Address:</u>
Nathaniel Orange	12740-6 Atlantic Boulevard Jacksonville, Florida 32225
Thomas A. Moore	12740-6 Atlantic Boulevard Jacksonville, Florida 32225

**ARTICLE VIII. SUBSCRIBER**

The name and post office address of the subscriber to these Articles of Incorporation is:

<u>Name:</u>	<u>Address:</u>
Nathaniel Orange	12740-6 Atlantic Boulevard Jacksonville, Florida 32225

**ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

Stockholders and approved at Stockholders' meetings by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written agreement approving an amendment; provided, however, that no amendment to increase the authorized capital stock of the corporation shall be effective without the unanimous consent of all the Stockholders.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal, this 27<sup>TH</sup> day of September, 2000.

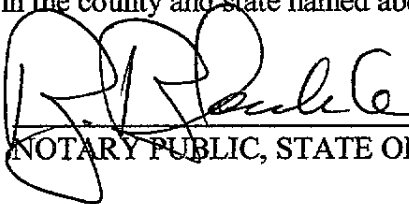
  
NATHANIEL ORANGE

STATE OF FLORIDA )  
COUNTY OF DUVAL )

I HEREBY CERTIFY that on this 27<sup>th</sup> day of September, 2000, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared NATHANIEL ORANGE, who produced a Florida Drivers License, described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged to me that she subscribed to the Articles of Incorporation.

27<sup>th</sup> WITNESS my hand and official seal in the county and state named above this day of September, 2000.

Bryan E. Blackburn  
MY COMMISSION # CC684473 EXPIRES  
January 28, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC, STATE OF FLORIDA



Bryan E. Blackburn  
MY COMMISSION # CC684473 EXPIRES  
January 28, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

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

FILED

00 SEP 29 AM 9: 58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is

submitted in compliance with said sections:

REALTY EXECUTIVES THE PROFESSIONALS II, 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 Jacksonville, County of Duval, State of Florida, had named BRYAN E. BLACKBURN as its registered agent to accept service of process within this state, who is located at the following registered office: 1921 Dewey Place, Jacksonville, Florida 32207.

**ACKNOWLEDGMENT AND ACCEPTANCE:**

Having been named as registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said Sections relative to keeping open the registered office.

  
BRYAN E. BLACKBURN,  
Registered Agent