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S. C. CRONIG & ASSOC

TEL: 305 444 6334

P. 001  
Page 1 of 2

Division of Corporations

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From:

Account Name : STEVEN CARLYLE CRONIG & ASSOCIATES, P.A.  
Account Number : I19980000095  
Phone : (305) 444-6300  
Fax Number : (305) 444-6334

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FLORIDA PROFIT CORPORATION OR P.A.

Philip C. Freedman, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Florida Secretary of State Electronic Filing Certification  
Audit No. H00000064111-8  
Friday, December 8, 2000

ARTICLES OF INCORPORATION  
OF  
PHILIP C. FREEDMAN, P.A.

THE UNDERSIGNED hereby makes, subscribes, acknowledges and files these Articles of Incorporation pursuant to Florida Statutes Chapter 621, *et seq.* for the purpose of forming a professional service corporation under the laws of the State of Florida.

1. The name of the corporation shall be "Philip C. Freedman, P.A."
2. The general nature of the business to be transacted will be the practice of real estate and business brokerage.
3. The Corporation, by and through its officers and directors shall have the following powers:

(a) To enter into contracts for the provision of brokerage services with any natural or judicial person and to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the other objects and purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem advisable.

(b) To rent, lease, purchase or trade such real or personal property as is necessary to effectuate the accomplishment of its corporate purposes.

This instrument prepared by:  
Steven C. Cronig, Esquire  
Florida Bar No. 307068  
Steven Carlyle Cronig & Associates, P.A.  
307 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133  
Telephone (305) 444.6300

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(c) To have one or more offices, conduct its business and promote its objects within and outside the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment thereto.

(e) To perform any other act and to exercise any other power permitted to a professional service corporation under the laws of the State of Florida, without limitation thereupon.

4. The capital stock of this Corporation shall consist of 100 shares of common voting stock with a par value of one dollar per share, fully paid and non-assessable. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be agreed upon by the Directors. Property or labor may also be purchased with the capital stock of the corporation at such valuation as may be fixed by the Board of Directors.

*Anything else contained in these Articles to the contrary notwithstanding, under no circumstances shall stock of any kind be issued to any person or entity who or which is not duly licensed or otherwise legally authorized to render real estate brokerage services within the State of Florida.*

5. The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

6. The Corporation shall have perpetual existence.

7. The principal office of the Corporation shall be located initially at 1750 Diplomat Parkway, Hollywood, Florida 33099 and subsequently at such other place as the Board of Directors may choose.

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8. The initial number of directors of the Corporation shall be one, but that number may be increased or decreased down to one from time to time by a majority vote of the shareholders.

9. The name and address of the first director of the Corporation is Philip Freedman, 1750 Diplomat Parkway, Hollywood, Florida 33099.

10. The name and address of the subscriber to these Articles of Incorporation is Steven Carlyle Cronig, c/o Steven Carlyle Cronig & Associates, P.A., 307 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.

11. The name and address of the initial Registered Agent for the Corporation is Steven Carlyle Cronig, c/o Steven Carlyle Cronig & Associates, P.A., 307 Continental Plaza, 3250 Mary Street, Coconut Grove, Florida 33133.

12. The following additional provisions for the regulation of the business of the Corporation and for the conduct of its affairs are hereby adopted as a part of these Articles of Incorporation:

(a) As a condition precedent to holding an office in the Corporation, it shall be necessary that such officer be a shareholder of the Corporation and a real estate broker, duly licensed or otherwise legally authorized to render real estate brokerage services within the State of Florida.

(b) No contract or other transaction between the Corporation and any other person or entity in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is a director, officer, partner or other principal of such other entity, or holds an interest in such other entity; nor by reason of the fact that one or more of the Directors of the Corporation may have an interest in any contract or transaction with the Corporation and each and every such person who may become a Director of the Corporation is hereby relieved from liability which might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested. Any Director may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

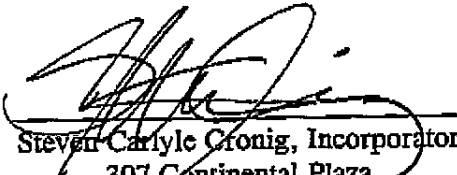
(c) The shareholders of the Corporation, by majority vote, shall have the power to amend, alter, change or repeal any provision of these Articles of Incorporation in form or substance at any properly announced meeting of the shareholders.

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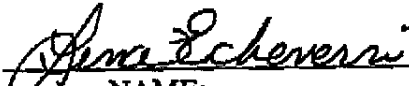
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Coconut Grove, Miami-Dade County, Florida for uses and purposes aforesaid this 8th day of December 2000.

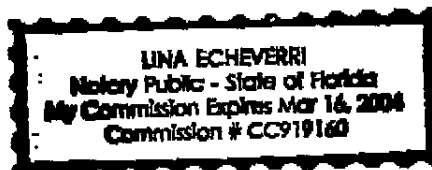
  
Steven Carlyle Cronig, Incorporator  
307 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133  
Telephone (305) 444.6300  
Telefacsimile (305) 444.6334

STATE OF FLORIDA) ss  
COUNTY OF MIAMI-DADE)

THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgments within the State of Florida, Steven Carlyle Cronig, who, having produced a current Florida driver's license as adequate photographic identification, did execute the foregoing Articles of Incorporation before me, did acknowledge such execution as his free act and deed before me and did not take an oath.

WITNESS MY HAND AND SEAL this 8<sup>th</sup> [day] day of December 2000 at Coconut Grove, Florida.

  
NAME: \_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
My Commission Expires:



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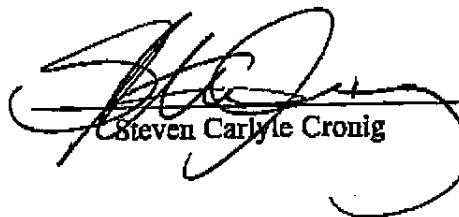
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### ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Steven Carlyle Cronig, hereby accepts appointment as the Resident Agent for Steven Carlyle Cronig & Associates, P.A. and does agree to accept service of process on behalf of Philip C. Freedman, P.A. and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes §607.0505.

WITNESS my hand this 8th day of December 2000.



Steven Carlyle Cronig

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