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To:

Division of Corporations

Fax Number

; (850) 922-4001

From:

Account Name : CAPITAL CONNECTION, INC.

Account Number : 120000000257 Phone : (850)224-8870 Fax Number : (850)222-1222

FLORIDA PROFIT CORPORATION OR P.A.

KELLY K. SHAW, P.A.

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ARTICLES OF INCORPORATION

OF

KELLY K. SHAW, P.A

SECRETARY OF STATE DIVISION OF CORPORATIONS

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is KELLY R. SHAW, P.A. The purpose of this corporation is to conduct real estate transactions.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 159 Jasmine St., Tavernier, FL 33070.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is R.T McDaniel, Esq., 99411 Oversease Highway, Key Largo, FL 33037.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

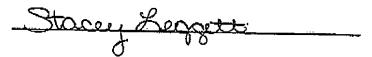
The name and address of the initial Board of Directors of the corporation is President: Kelly K. Shaw, 159 Jasmine St., Tavernier, FL 33070.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 2nd day of January 2001.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"



CAPITAL CONNECTION

850 222 1222

01/02 '01 12:35 NO.828 04/04

FROM : THORNTON MCDANIEL, ESQ. CAPITAL CONNECTION

850 222 1222

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

I	The name	of the cor	poretion is:	KELLY	K. SHAW	P.A.
·					•	
2. is:	The name	end street	t address of IEC, ESQ SCAS HIGH	the registe	red agent end	office
	9941	DVers	seas man	twA4	, <u>V.</u>	
	Key	CARGO	o, FL 3	3037	· · · · · · · · · · · · · · · · · · ·	,
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HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

R.T. McDANIEC, ESP.

SECRETARY OF STATE DIVISION OF CORPORATIONS