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LAW OFFICE OF  
JAYNE M. LAMBERT, P.A.

220 W. Brandon Blvd.  
Suite 203  
Brandon, FL 33511

Telephone (813) 655-1991  
Facsimile (813) 655-1771  
E-mail JMLPAatty@aol.com

December 29, 2000

VIA UPS (Next Day Air)

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Celia C. Drawdy, P.A.  
Our File No. 00-113

FILED  
01 JAN - 2 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sirs/Madams:

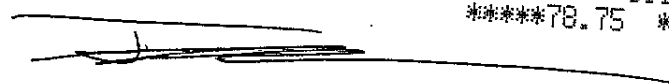
The following are enclosed:

- The original and one copy of the Articles of Incorporation of Celia C. Drawdy, P.A., with an Acceptance of Service as Registered Agent
- My firm's check number 1580 in the amount of \$78.75 payable to "Florida Department of State"

Please file these Articles of Incorporation and Acceptance of Service as Registered Agent and return to me a **certificate of status** for Celia C. Drawdy, P.A., along with the copies of the Articles of Incorporation and Acceptance of Service as Registered Agent date stamped as filed.

Thank you for your attention to this matter. If you have any questions or need anything further, please contact me.

Sincerely,



Jayne M. Lambert

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

JML/  
Enclosures

cc: Ms. Celia C. Drawdy

JP 2-01

**ARTICLES OF INCORPORATION**  
**OF**  
**CELIA C. DRAWDY, P.A.**

**FILED**  
01 JAN -2 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being duly licensed as a real estate broker/salesperson under the laws of the State of Florida, hereby executes these Articles of Incorporation to form a professional corporation for profit under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida.

**ARTICLE 1**

Name

The name of this professional corporation (hereinafter "this Corporation") shall be:

**CELIA C. DRAWDY, P.A.**

**ARTICLE 2**

Principal Office and Mailing Address

The address of the principal office and the mailing address of this Corporation shall be:

5010 W. Kennedy Blvd.  
2nd Floor  
Tampa, FL 33609

**ARTICLE 3**

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per

share. None of the authorized shares of this Corporation may be issued to anyone other than an individual duly licensed as a real estate salesperson or a real estate broker in the State of Florida. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

#### ARTICLE 4

##### Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 5010 W. Kennedy Blvd., 2nd Floor, Tampa, FL 33609, and the initial registered agent of this Corporation at such office shall be Celia C. Drawdy. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

#### ARTICLE 5

##### Board of Directors

The Board of Directors of this Corporation shall consist of a number of directors to be fixed from time to time by the stockholders or by or pursuant to the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

#### ARTICLE 6

##### Initial Board of Directors

The initial Board of Directors of this Corporation shall consist of one member, such member to hold office until her successor or successors have been duly elected and qualified. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Celia C. Drawdy	5010 W. Kennedy Blvd. 2nd Floor Tampa, FL 33609

## ARTICLE 7

### Incorporators

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Celia C. Drawdy	5010 W. Kennedy Blvd. 2nd Floor Tampa, FL 33609

## ARTICLE 8

### Purposes and Duration

This Corporation is formed to engage in every aspect of providing professional real estate services. The professional services involved may be rendered only through this Corporation's officers, agents and employees who are duly licensed or otherwise legally authorized to provide professional real estate services in the State of Florida. This Corporation may also invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of such professional services. This Corporation may also, in general, have and exercise all powers conferred by the laws of the State of Florida upon professional corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

This Corporation shall have perpetual existence, commencing on the date that these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this Corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this Corporation.

ARTICLE 10

Amendment of Articles of Incorporation

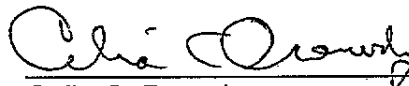
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.



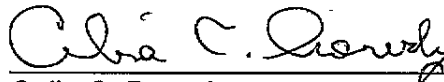
Celia C. Drawdy

CELIA C. DRAWDY, P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Celia C. Drawdy, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 20 day of December, 2000.



Celia C. Drawdy

**FILED**  
01 JAN -2 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA