

DAVID M. ANDREWS

ATTORNEY AT LAW

100 SOUTH PARK BLVD. • SUITE 206

P.O. BOX 5358

TELEPHONE (904) 826-1987

ST. AUGUSTINE, FL 32085

FAX (904) 826-4236

PO10000004431

January 5, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000003527310--1
-01/08/01--01077--018
*****78.75 *****78.75

Re: JANICE M. JOHNSON, P.A.

Dear Sir/Madam:

Enclosed are the original and one copy of proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is a check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	8.75
Resident Agent Fee	<u>35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, please execute and send me a certified copy of the Articles.

Respectfully yours,


David M. Andrews

DMA:dds
Enclosure

FILED
01 JAN -8 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JANICE M. JOHNSON, P.A.

FILED
01 JAN -8 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber JANICE M. JOHNSON, being a duly licensed real estate broker under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I
NAME

The name of the professional service corporation is JANICE M. JOHNSON, P.A.

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 2730 US 1 South, St. Augustine, FL 32086.

ARTICLE III
PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of real estate brokerage. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV
TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V
CAPITAL STOCK

The capital stock of the professional service corporation may be issued to anyone other than an individual duly licensed to practice real estate brokerage in the State of Florida.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 2730 US 1 South, St. Augustine, Florida. The name of the initial registered agent at that address is JANICE M. JOHNSON.

ARTICLE VII
BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consists of one members. The name(s) and address(es) of the member(s) of the first board of directors is/are:

<u>NAME</u>	<u>ADDRESS</u>
JANICE M. JOHNSON	329 Palos Court St. Augustine, FL 32086

ARTICLE VIII
SUBSCRIBER(S)

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
JANICE M. JOHNSON	329 Palos Court St. Augustine, FL 32086

ARTICLE IX
RESTRAINT OF ALIENATION OF SHARES

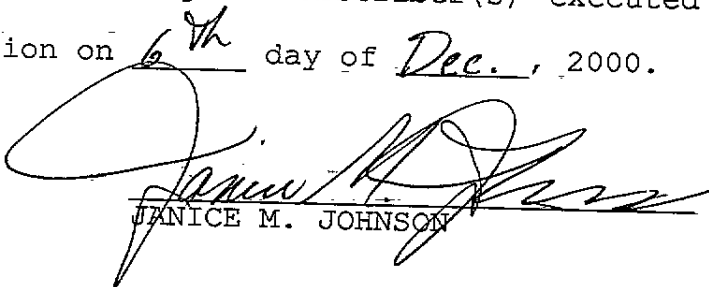
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service

corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice real estate brokerage in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X
AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on 6th day of Dec., 2000.

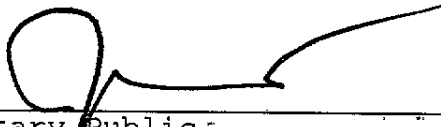

JANICE M. JOHNSON

STATE OF FLORIDA

COUNTY OF ST. JOHNS

The foregoing articles of incorporation were acknowledged before me on 12th day of December, 2000, by JANICE M. JOHNSON, who is personally known to me or who produced _____ as identification.

J. RUSSELL COLLINS
NOTARY PUBLIC, State of Florida
(Seal) My Comm. Expires April 5, 2004
Comm. No. CC911906


Notary Public
Printed Name: J. RUSSELL COLLINS
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

FILED
JAN 8 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
FOLLOWING IS SUBMITTED:

FIRST -- THAT JANICE M. JOHNSON, P.A., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST.
JOHN'S, STATE OF FLORIDA, HAS NAMED JANICE M. JOHNSON, LOCATED AT
2730 US 1 SOUTH, OF THE CITY OF ST. AUGUSTINE, COUNTY OF ST.
JOHN'S, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

Signature: _____

JANICE M. JOHNSON
(Corporate Officer)

Title: _____

Date: _____

12-6-00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: _____

Resident Agent - JANICE M. JOHNSON

Date: _____

12-6-00