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January 24, 2001

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

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-01/26/01--01168--006  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Douglas F. Smith, P.A.

Dear Sir/Madam:

Please find enclosed the following documents regarding the above-referenced matter, to wit;

1. Articles of Incorporation; and,
2. Certificate of Registered Agent.
3. Operating Draft No. 4448 in the amount of \$122.50.

Please process and return with a certified copy of the Articles of Incorporation as soon as possible.

Thank you for your attention to this matter.

Sincerely,

  
STUART H. ABRAMSON, ESQUIRE

SHA/jw  
Enclosures.

FILED  
01 JAN 26 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DeB  
1/29

(5)

**ARTICLES OF INCORPORATION  
FOR  
DOUGLAS F. SMITH, P.A.**

The undersigned natural persons, who are licensed or otherwise legally authorized to practice the profession of Real Estate Sales in the State of Florida, hereby associates themselves with the intention of forming a Professional Corporation in accordance with the Florida Professional Services Corporation Act, and hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME**

The name of the Corporation shall be:

**DOUGLAS F. SMITH, P.A.**

**ARTICLE II - PURPOSE**

This Corporation is organized for the following purposes:

- a. To engage in the practice of Real Estate Sales as a professional Real Estate Sales Corporation and to carry on services incident thereto. The Sale of Real Estate is the sole and exclusive professional service to be rendered by this Corporation;
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation;
- c. The professional services of the Corporation shall be carried out only through officers, employees, and agents, each of whom has been licensed by the State of Florida Real Estate Commission of and is duly authorized to sell Real Estate in the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The total number of shares of Capital Stock which the Corporation shall be authorized to issue is TWENTY shares, such shares shall be of single class of common stock and be non value.

**ARTICLE IV - CAPITALIZATION**

The amount of capital with which the Corporation will begin to practice the profession of Real Estate Sales is not less than Two Thousand (\$2000.00) Dollars. Each shareholder shall loan the corporation an additional sum of Two Thousand (\$2000.00) Dollars each, if required by the Corporation.

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TALLAHASSEE, FLORIDA**

#### **ARTICLE V - DURATION**

The Corporation shall have perpetual existence.

#### **ARTICLE VI - PRINCIPAL OFFICE**

The initial street address of the Corporation's principal office is:

10318 Southwest 145 Court  
Miami, Florida 33186

#### **ARTICLE VII - MANAGEMENT BY SHAREHOLDERS**

The business of the Corporation shall be managed by its shareholders, and there shall be no directors. The Subscriber shall receive One Hundred (100%) Percent of the authorized issued shares.

#### **ARTICLE VIII - SUBSCRIBERS**

The name and address of each person signing these Articles of Incorporation as a Subscriber is:

Douglas F. Smith  
10318 Southwest 145 Court  
Miami, Florida 33186

#### **ARTICLE IX - DISSOLUTION**

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders, pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

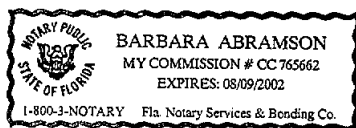
#### **ARTICLE X - REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of this Corporation shall be Douglas F. Smith. The registered office of this Corporation shall be 10318 Southwest 145 Court, Miami, Florida 33186.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed these Articles of Incorporation at the City of Miami, County of Miami-Dade, and State of Florida on the 23 day of JANUARY, 2001.

Douglas F. Smith  
DOUGLAS F. SMITH

SWORN TO AND SUBSCRIBED BEFORE ME, personally appeared DOUGLAS F. SMITH, who (☒) is personally known or who (☐) has produced \_\_\_\_\_ as identification on this 23 day of January, 2001.



Barbara Abramson  
NOTARY PUBLIC, State of Florida

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

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In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That DOUGLAS F. SMITH, P.A. desiring to organize under the laws of the State of Florida with its principal office in Miami, County of Miami-Dade, State of Florida, has named DOUGLAS F. SMITH, located at 10318 Southwest 145 Court, Miami, Florida 33186, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
DOUGLAS F. SMITH

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