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FLORIDA PROFIT CORPORATION OR P.A.

Brennan X D. McCarthy, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation
of
Brennan D. McCarthy, P.A.

The undersigned incorporator, who is a duly licensed realtor in the State of Florida, for the purpose of forming a professional corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article 1: Name. The name and principal place of business and mailing address of this Corporation is: Brennan D. McCarthy, P.A., 2089 S. Tamiami Trail, Venice, FL 34293.

Article 2: Corporation Purpose. The corporation purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, including, but not limited to, that of a realtor, and its purposes in furtherance of the practice of such profession are as follows:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a realtor, licensed under the laws of the State of Florida, is allowed to render, but such professional services shall be rendered only through individuals authorized by the laws of the State of Florida to render such professional services as individuals.
- (b) To invest the funds of the corporation in real estate mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (c) To have, in furtherance of the corporation purposes, all of the powers conferred upon the corporation organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 621 of the Florida Statutes, or any laws of the State of Florida.

Article 3: Corporate Powers. The Corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all action or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

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- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations, of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.
- (i) To spend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or with out this state.
- (k) To elect or appoint officers and agents of the corporation and define duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the good of the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans of any or all of its

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directors, officers and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purpose.

Article 4: Capital Stock.

The shares of stock in this Corporation shall consist of only one class. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 (One Hundred) shares of Common Stock having a par value of \$1.00 per share.

Article 5: Initial Capital. The amount of capital with which this corporation will begin business will not be less than \$ 100.00.

Article 6: Term of Existence. This Corporation is to exist perpetually.

Article 7: Registered Office and Agent. The initial street address of the registered office of this Corporation in the State of Florida is: 2089 S. Tamiami Trail, Venice, FL 34293. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at the aforesaid address shall be Brennan D. McCarthy. The mailing address of the Corporation is the same as the Registered Office.

Article 8: Directors. This Corporation shall have one (1) Director. The number of Directors may be modified from time to time by Bylaws adopted by the Stockholders.

Article 9: Initial Directors. The name and street address of the first Board of Directors is:

Brennan D. McCarthy
938 West Douglas Court
Venice, FL 34293

Article 10: Incorporator. The name and street address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Brennan D. McCarthy	938 West Douglas Court, Venice, FL 34293

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Article 11: Shareholder's Preemptive Rights:

The Corporation elects to have preemptive rights and each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued to treasury shares.

Article 12: Amendment:

These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stockholders entitled to vote thereon.

IN WITNESS THEREOF, the undersigned has signed these Articles of Incorporation on this

8th day of March, 2001.


Brennan D. McCarthy

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Brennan D. McCarthy, who is known personally or presented ID as follows: Known Personally, who did not take an oath, but did acknowledge that the foregoing Articles of Incorporation were executed for the purposes therein expressed.

Witness my hand and official seal this 8th day of March, 2001.


Notary Public Signature



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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.

1. The name of the corporation is Brennan D. McCarthy, P.A.
2. The name and address of the registered agent and office is: Brennan D. McCarthy, at 938 West Douglas Court, Venice, FL 34293.

Having 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.

Dated this 8th day of March, 2001.


Registered Agent Signature

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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