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March 6, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

RE: FRUITFUL REAL ESTATE SERVICES, INC.

Ladies and Gentlemen:

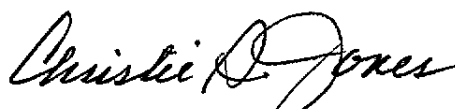
Enclosed please find the Articles of Incorporation for FRUITFUL REAL ESTATE SERVICES, INC., a Florida corporation. Also enclosed please find check number 3800 issued by Fruitful Investments, Inc. in the amount of \$122.50 for the filing fee.

Please return the Certificate of Incorporation to me at the above address.

As always, should you have any questions, or if I can be of any further assistance in this matter, please do not hesitate to call me.

Very truly yours,

CHRISTIE S. JONES, P.A.



Christie S. Jones, Esquire

Enclosures

CC: John W. Reed, Fruitful Investments, Inc.

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01 MAR -9 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRUITFUL REAL ESTATE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the corporation is FRUITFUL REAL ESTATE SERVICES, INC.

Article 2. Duration. The duration of the Corporation is perpetual unless terminated in accordance with these Articles of Incorporation or the Florida General Corporation Act.

Article 3. Purpose. The general purposes for which the Corporation are organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. Shares held by the initial Shareholders shall not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to the Corporation. The price and terms at which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders and the Corporation.

Article 5. Registered Office and Agent. The street address of the Registered Office of the Corporation is 6880-46th Avenue North, Suite 240, St. Petersburg, Florida 33709, and the name of the Corporation's Registered Agent at that address is John W. Reed. The principal office address shall be 6880-46th Avenue North, Suite 240, St. Petersburg, Florida 33709.

Article 6. Board of Directors. The number of Directors constituting the initial Board of

Directors shall be one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial Director of the Corporation is:

<u>Name</u>	<u>Address</u>
John W. Reed	6880-46th Avenue North, Suite 240 St. Petersburg, Florida 33709

Article 6. Incorporator. The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
John W. Reed	6880-46th Avenue North, Suite 240 St. Petersburg, Florida 33709

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

Article 10. Pre-emptive Rights. Each Shareholder of this Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any share of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay

for the shares pre-empted within thirty (30) days after receipt of a written notice from the Corporation stating the prices, terms and conditions of the issue of shares, and inviting the Shareholder to exercise this pre-emptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Meetings by Conference Telephone. Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in person by each Director.

Article 12. Election of S Corporation Status. The Corporation and the Shareholders may wish to elect status as an S corporation for federal and state income tax purposes, and therefore may wish to prohibit the Shareholders from transferring stock in a manner which would disqualify the Corporation as an S corporation and may further wish to require, to the extent allowed by law, that the Corporation pay dividends to each Shareholder on an annual basis in an amount which will enable such Shareholder to pay the federal and state income taxes due as a result of the pass-through of the Corporation's profits to such Shareholder under the federal and state income tax laws applicable to S corporations. In the event the Corporation elects status as an S corporation, the following provisions, to the extent they comply with the Internal Revenue Code and the rules and regulations promulgated pursuant thereto, as duly amended from time to time, shall become effective immediately upon such election:

A. Each Shareholder shall acknowledge that the Corporation has elected, and each Shareholder shall consent to have the Corporation treated, for federal and state income tax purposes, as an S corporation, and each Shareholder shall deliver to the Corporation a written consent to the Corporation's treatment as an S corporation, if necessary. Each Shareholder shall provide to the Corporation, immediately upon the Corporation's request, such properly signed consents or other documents as, in the opinion of the Corporation or its counsel, may be necessary or useful to maintaining the Corporation's status as an S corporation, and no Shareholder shall take any action which will interfere in any manner whatsoever with the Corporation's status as an S corporation.

B. In the event the Shareholders, by the affirmative vote of at least eighty percent (80%) of the votes which all of the Shareholders are entitled to cast, determine to terminate the Corporation's status as an S corporation, and thereafter each Shareholder is provided with written notice of such determination, within sixty (60) days after the delivery of such notice, each Shareholder, if requested, shall execute a consent to such revocation in the form prescribed by the Internal Revenue Service or the State Department of Revenue, and shall deliver such consent to the Secretary of the Corporation.

C. In the event of a termination of the Corporation's status as an S corporation other than pursuant to Paragraph B of this Article 12, if the Corporation and the Shareholders

remaining after such termination desire that the Corporation's status as an S corporation be continued, the Corporation and such Shareholders agree to use their best efforts to obtain from the Internal Revenue Service a waiver of the terminating event on the ground of inadvertency. The Corporation and the Shareholders shall take such steps, and make such adjustments, as may be required by the Internal Revenue Service. The Shareholder who caused the terminating event to occur shall bear the expense of procuring the waiver, including the legal, accounting and tax costs of taking such steps and of making such adjustments as may be required.

D. In establishing the purchase price of the stock as set forth in any written agreement among the Shareholders and the Corporation, the Shareholders shall consider the Corporation's status as an S corporation and shall determine that no adjustments shall be made to the purchase price of any stock on account of the Corporation's tax status as an S corporation.

E. Each Shareholder shall include in his or her will a direction and authorization to his or her personal representative to comply with the provisions of this Article and to sell such Shareholder's stock in accordance with this Article and the provisions of any written agreement among the Shareholders and the Corporation; and, if the Corporation is an S corporation at the time of such Shareholder's death, to take such action as may be necessary to maintain the Corporation's status as an S corporation; provided, however, that the failure of any Shareholder to so direct his or her personal representative shall not affect the validity or enforceability of this Article.

F. With respect to any taxable period of the Corporation during which it is an S corporation, within thirty (30) days after the Corporation files its federal income tax return for such taxable period, the Corporation shall, to the extent allowed by law, promptly declare and pay a dividend to all Shareholders in an amount equal to (1) that portion of the Corporation's income attributed to such Shareholders during such taxable period multiplied by (2) the sum of the maximum federal and state income tax rates in effect for such taxable period, less (3) the amount of any dividends declared by the Corporation during such taxable period. The Corporation's obligation to declare and pay such a dividend to the Shareholders in such an amount is subject to the restrictions governing dividends under the Florida General Corporation Act and such other pertinent governmental restrictions as are now, or may hereafter become, effective. If the Corporation at the time of the request does not have sufficient funds available to permit it lawfully to declare and pay such dividend, the Shareholders and the Corporation shall take such action, adopt such resolutions, and cause such certificates and other documents to be filed as may be necessary to create sufficient funds to permit the payment of such dividend, whereupon the Corporation shall declare and pay such dividend.

G. Non-recognition of certain transfers:

(1) The Corporation shall not, nor be compelled to, recognize any transfer, or issue any certificate representing any stock to any person who has not delivered to the Corporation (a) a written undertaking to be bound by the terms and conditions of this Article, and (b) for so long as the Corporation's status as an S corporation continues, a written consent

to the treatment of the Corporation as an S corporation. The Corporation shall not, nor be compelled to, recognize any transfer, or issue any certificate representing any stock to any person, the transfer to whom or to which in the opinion of the Corporation's counsel could disqualify the Corporation as an S corporation.

(2) The Corporation shall not, nor be compelled to, recognize any transfer made other than in accordance with the terms of this Article and any written agreement between the Shareholders and the Corporation, nor will it issue any certificate representing the stock to any person who has received such stock in a transfer made other than in accordance with the terms of this Article and such agreement.

H. The following legend shall be imprinted conspicuously on the face of each certificate representing shares of stock:

NOTICE IS HEREBY GIVEN THAT THE SALE, ASSIGNMENT, TRANSFER, PLEDGE, ENCUMBRANCE, HYPOTHECATION OR OTHER DISPOSITION OF THE SHARES OF CAPITAL STOCK REPRESENTED BY THIS CERTIFICATE IS SUBJECT TO AND RESTRICTED BY THE PROVISIONS OF THE ARTICLES OF INCORPORATION AND/OR BY THE PROVISIONS OF A CERTAIN STOCK RESTRICTION AGREEMENT AMONG THE CORPORATION AND ALL OF THE SHAREHOLDERS, COPIES OF WHICH MAY BE INSPECTED AT THE PRINCIPAL OFFICE OF THE CORPORATION, AND ALL OF THE PROVISIONS OF WHICH ARE INCORPORATED BY REFERENCE IN THIS CERTIFICATE AS IF SET OUT IN FULL HEREIN, SPECIFICALLY INCLUDING, BUT NOT LIMITED TO, THOSE PROVISIONS IN THE ARTICLES OF INCORPORATION AND/OR THE AGREEMENT RELATING TO THE CORPORATION'S STATUS AS AN S CORPORATION. BY ACCEPTING THE SHARES OF STOCK EVIDENCED BY THIS CERTIFICATE, THE HOLDER HEREOF AGREES TO BE BOUND BY SAID AGREEMENT AND THE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of February, 2001.



JOHN W. REED

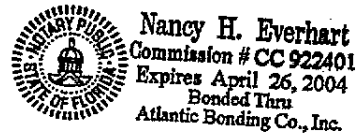
STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me, a notary public authorized to take acknowledgments in the State and County set forth above, this by JOHN W. REED, who is personally known to me or who has produced _____ as identification and who did take an oath, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of February, 2001,
in the aforesaid County and State.

Nancy H. Everhart
NOTARY PUBLIC
State of Florida at Large

Commission Number:



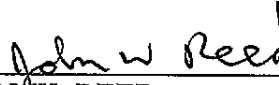
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, FRUITFUL REAL ESTATE SERVICES, INC., a Florida corporation, desiring to organize under the laws of the State of Florida, hereby designates JOHN W. REED, whose address is 6880-46th Avenue North, Suite 240, St. Petersburg, Florida 33709, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designate to accept service of process for the above name corporation, at the place designated herein, 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 as Registered Agent.

Dated this 27 day of February, 2001.



JOHN W. REED

FILED
01 MAR -9 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA