

P01008027619

March 08, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
(850) 487-6052

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-03/14/01--01079--002
*****78.75 *****78.75

Dear Secretary of State:

Enclosed you will find an original and a copy of the Articles of Incorporation for Brokers Referral Network, Inc. located at 10908 N. Edison Ave., Tampa, Florida 33612

Also find enclosed a money order made payable to the Secretary of State in the amount of \$78.75 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as Brokers Referral Network, Inc. is appreciated.

Respectfully,

Sheryl L. Smith
Sheryl L. Smith

FROM (COMPANY NAME)		
Real Estate Finder. & Brokers Referral Network		
ADDRESS		
10908 N. EDISON AVE		
CITY	STATE	ZIP CODE (REQUIRED)
Tampa	FL.	33612
SENT BY: (NAME/DEPT.)		PHONE
Sheryl L. Smith		(813) 930-2013
TO (COMPANY NAME) AIRBORNE CANNOT BE USED		

COPY - FLIGHT READY LETTER

FILED
01 MAR 14 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-16-01
WC

ARTICLES OF INCORPORATION

OF

Brokers Referral Network, Inc.

FILED
01 MAR 14 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is Brokers Referral Network, Inc. located at 10908 N. Edison Ave., Tampa, Florida 33612

ARTICLE II

PRINCIPAL OFFICE

The principal place of business is 12360 66th. Street North, Largo, Florida 33773 and the mailing address of this corporation shall be 10908 N. Edison Ave., Tampa, Florida 33612

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

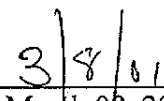
The name and Florida street address of the initial registered agent are:

NAME

ADDRESS

Sheryl L. Smith 10908 N. Edison Ave., Tampa, Florida 33612


(Sheryl L. Smith/Registered Agent)


March 08, 2001

ARTICLE V

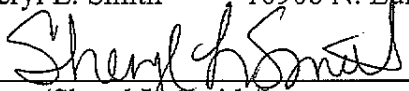
INCORPORATOR

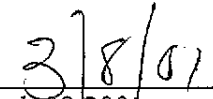
The name and address of the incorporator to these Articles of Incorporation are:

NAME

ADDRESS

Sheryl L. Smith 10908 N. Edison Ave., Tampa, Florida 33612


(Sheryl L. Smith/Incorporator)


March 08, 2001

ARTICLE VI

DIRECTORS

This Corporation shall have (2) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

NAME

ADDRESS

Sheryl L. Smith 10908 N. Edison Ave., Tampa, Florida 33612

Kenneth J. Carriero 2306 Madrid Ave., Safety Harbor, Florida 34695

ARTICLE VII

OFFICERS

The affairs of this Corporation shall be administered by Sheryl L. Smith as President/Sec. of Brokers Referral Network, Inc.

ARTICLE VIII

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE IX

BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XI

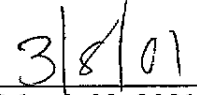
PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

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.


(Sheryl L. Smith /Register Agent)


March 08, 2001