

PO10000067851

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000080205 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407)649-4043
Fax Number : (407)841-0168

FLORIDA PROFIT CORPORATION OR P.A.

David Cramer, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

01 JUL 10 PM 4:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

Fax Audit #H01000080205 7

AFFIDAVIT

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

BEFORE ME, the undersigned personally appeared David G. Cramer and Susan O. Cramer, the sole officers, directors and shareholders of David G. Cramer, P.A., a Florida corporation, who upon being duly sworn, certified as follows:

1. David G. Cramer, P.A. does not plan to revoke the Articles of Dissolution of David G. Cramer, P.A. attached hereto as "Exhibit A"
2. David G. Cramer, P.A. hereby releases the use of the name "David G. Cramer, P.A." for immediate use by David Cramer, P.A.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief

Dated: July 9, 2001.

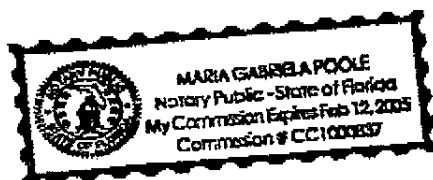
David G. Cramer
David G. Cramer

Susan O. Cramer
Susan O. Cramer

The foregoing instrument was acknowledged before me this 9th day of July, 2001, by David G Cramer and Susan O. Cramer. They are personally known to me or have produced _____ as identification.

Maria Gabriela Poole
(Notary Signature)

(NOTARY SEAL)



Maria Gabriela Poole
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC1000837

-1-

Fax Audit #H01000080205 7

FILED
01 JUL 10 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

David Cramer, P.A.

FILED
01 JUL 10 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is David Cramer, P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 7575 Dr. Phillips Boulevard, Suite 170, Orlando, Florida 32819.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 7575 Dr. Phillips Boulevard, Suite 170, in the City of Orlando, County of Orange. The name of the registered agent at such address is David G. Cramer.

ARTICLE IV

Corporate Purposes, Powers and Rights

1 The nature of the business to be conducted or promoted and the sole and specific purpose of the Corporation are to render real estate brokerage services and any lawful act or activity allowed under and in accordance with the Florida Statutes.

2 In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act and Chapter 621 of the Florida Statutes.

Fax Audit #H01000080205 7

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock"), \$0.001 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows.

<u>Name</u>	<u>Address</u>
David G. Cramer	7575 Dr. Phillips Boulevard Suite 170 Orlando, Florida 32819

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or

Fax Audit #H01000080205 7

repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal

DATED at Orlando, Orange County, Florida, this 9th day of July, 2001.


David G. Cramer

Fax Audit #H01000080205 7

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That DAVID CRAMER, P A. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named David G Cramer, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.


David G. Cramer

DATED. July 9, 2001

FILED
01 JUL 10 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA