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**P01000068497**  
March 28, 2001

FILED  
01 JUL 11 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Via Federal Express

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

000003930020--7  
-03/29/01--01096--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: City Brokers, Inc.

Sir/Madam:

We are enclosing the Articles of Incorporation for the above referenced corporation together with our check in the amount of \$78.75 representing filing fees for same.

In the event you have any questions regarding the enclosures, please do not hesitate to contact our office.

Sincerely yours,



Charles H. Burns

CHB/mlz

Enclosures (2)

W01-7419

J. BRYAN APR - 3 2001  
J. BRYAN JUL 12 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 3, 2001

CHARLES H. BURNS  
OCEANSIDE PROFESSIONAL CENTRE  
1080 E. INDIANTOWN RD.  
JUPITER, FL 33477

SUBJECT: CITY BROKERS, INC.  
Ref. Number: W01000007419

We have received your document for CITY BROKERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan  
Document Specialist  
New Filing Section

Letter Number: 701A00019679

ARTICLES OF INCORPORATION  
OF

CITY BROKERS OF THE SUNSHINE STATE, INC.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

CITY BROKERS OF THE SUNSHINE STATE, INC.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of engaging in every aspect and phase of the real estate brokerage business including the sale, management and development of both commercial property and residential property and furthermore to engage in every transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND (1000). Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

#### ARTICLE SIX

The name of the initial registered agent of this corporation is Michael Mortensen.

The address of the initial registered office of this corporation is 8552 SE Driftwood Street, Hobe Sound, Florida 33455.

The principal office of the corporation is the same as registered office.

#### ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the persons who are to serve as members of the initial Board of Directors is as follows:

Michael Mortensen  
8552 SE Driftwood Street  
Hobe Sound, Florida 33455

#### ARTICLE EIGHT

The name and address of the incorporators are as follows:

Michael Mortensen  
8552 SE Driftwood Street  
Hobe Sound, Florida 33455

#### ARTICLE NINE

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

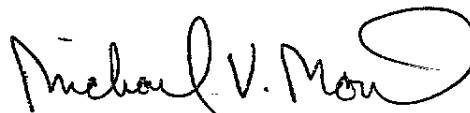
#### ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey

all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE ELEVEN

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties.



Michael Mortensen

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 9<sup>th</sup> day of July, 2001 by Michael Mortensen, in the County and State set forth above, and they are personally known to me or produced \_\_\_\_\_ as identification and did/did not take an oath.



Notary Signature

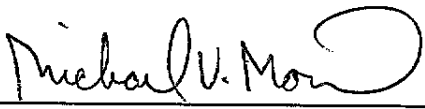
My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY CERTIFY that I am a permanent resident of Martin County, Florida, my address of which is 8552 SE Driftwood Street, Hobe Sound, Florida 33455. I hereby accept the foregoing designation of Registered Agent for CITY BROKERS OF THE SUNSHINE STATE, INC.

Dated at Jupiter, Palm Beach County, Florida on this 9th day of July, 2001.

  
\_\_\_\_\_  
Michael Mortensen

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA