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Hamden H. Baskin, III, P.A.

*516 No. Ft. Harrison Avenue
Clearwater, Florida 33755*

*Telephone: 727/447-2994
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Via Federal Express

August 6, 2001

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122.50 **78.75

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

RE: Jeffrey A. Lopatin, P.A.

Dear Sirs:

Enclosed please find original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 for filing fees. Kindly process same and return your receipt to our office.

Thanking you in advance and with the kindest of personal regards, I remain

Sincerely yours,



Hamden H. Baskin, III
Attorney at Law

HHBIII:dlw

Enclosures: as stated

cc: Jeffrey A. Lopatin

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

JEFFREY A. LOPATIN, P.A.

The undersigned, acting as incorporator to these Articles of Incorporation, a natural person competent to contract and a licensed real estate agent and broker, under the laws the State of Florida, hereby associates herself to form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

JEFFREY A. LOPATIN, P.A.

ARTICLE II

The principal office of the corporation is located at:

3 North Pine Circle
Belleair, FL 33756

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(A) To engage in every aspect of rendering to the public professional services as a real estate agent or broker, licensed under the laws of the State of Florida, but such professional services shall be rendered only through its offices, and parties and agents, who are duly licensed to practice as a licensed real estate agent or broker of the State of Florida.

(B) To invest the funds of the corporation in real estate, mortgages, stocks, bonds and other types of investments and to own real and personal property necessary for the rendering of professional services.

(C) To do everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation and in general, either

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alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objects of the corporation.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.

(F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, and to perform any act authorized or allowed by the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

This corporation shall be managed by the Stockholders of this corporation rather than by a Board of Directors; and such Stockholders shall be deemed the Directors of this corporation for the purpose of applying the provisions of Part I of Chapter 608, Florida Statutes, and shall be subject to all of the liabilities imposed thereunder; and any action required or permitted by Part I of Chapter

608, Florida Statutes, to be taken by the Directors or a Corporation may be taken by the action of the Stockholders at a meeting of the Stockholders or as provided in Chapter 608.74, F.S.

ARTICLE VIII

SPECIAL PROVISION

It is the intent of the incorporator that the corporation may qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent of this corporation in the State of Florida is:

HAMDEN H. BASKIN, III, ESQ.
516 N. FT. HARRISON AVENUE
CLEARWATER, FL 33755

ARTICLE X

DIRECTORS

The names and post office address of the first officers and directors, subject to the provisions of this Certificate of Incorporation, the By-Laws and the Laws of the State of Florida, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jeffrey A. Lopatin	3 North Pine Circle Belleair, FL 33756	President, Secretary and Treasurer & Director

ARTICLE XI

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as those for which the corporation was incorporated. No stockholder of this corporation may sell or transfer his shares of stock herein except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation shall enter into voting trust

agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his stock.

ARTICLE XII

INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Jeffrey A. Lopatin
3 North Pine Circle
Belleair, FL 33756

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE XIII

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XIV

BYLAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance

of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

ARTICLE XV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI

DATE OF INCEPTION

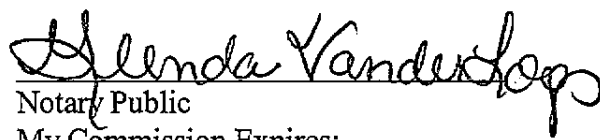
The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6 day of August, 2001.


JEFFREY A. LOPATIN, Initial
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

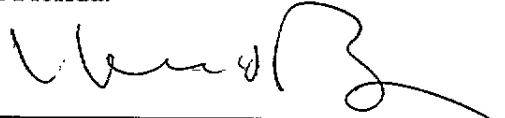
The foregoing Articles of Incorporation were acknowledged before me this 6th day of August, 2001, by JEFFREY A. LOPATIN, who is personally known to me and who did not take an oath.


Notary Public
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

A handwritten signature in black ink, appearing to read 'Hamden H. Baskin, III', written over a horizontal line.

HAMDEN H. BASKIN, III, ESQ.