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FILED

JUDITH M. ALEXANDER
1690 South Congress Avenue
Suite 210
Delray Beach, Florida 33445

01 SEP -4 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 27, 2001

Sent Via Federal Express

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

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*****78.75 *****78.75

Re: G. CLEVE ELSWICK, P.A.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation with the Designation and Acceptance of Registered Agent for a Florida corporation.

I have included check number 5179 in the amount of SEVENTY EIGHT DOLLARS AND 75/100 (\$78.75), which represents payment for the following:

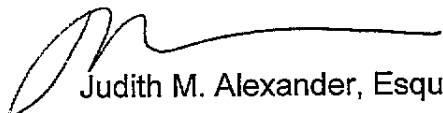
- ▶ Filing Fees;
- ▶ Registered Agent Designation; and
- ▶ Certified Copy.

Kindly provide a certified copy of the Articles of Incorporation in the enclosed self-addressed stamped envelope.

Should there be any problems that would prohibit the filing of the above referenced Articles, please feel free to contact me at (561) 454-3560.

Thank you in advance for your assistance and prompt attention to this request.

Very truly yours,



Judith M. Alexander, Esquire

:jma

Enclosures: Articles of Incorporation (2)
Check number 5179

C. BLALOCK SEP 6 2001

ARTICLES OF INCORPORATION

OF

G. CLEVE ELSWICK, P.A.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I – NAME

The name of the corporation is:

G. CLEVE ELSWICK, P.A.

ARTICLE II – PRINCIPAL OFFICE

The principle office of this corporation and mailing address is:

360 N.W. 166th Avenue
Pembroke Pines, Florida 33028

ARTICLE III – PURPOSE

The corporation is organized for the following purposes:

1. To transact business and provide any and all types of commercial and residential real estate services.
2. To engage in and provide residential and commercial products and services to the real estate industry.
3. To engage in and transact any lawful business for which corporations may be incorporated under the laws of the State of Florida. No other purposes limit the general purpose in any way.
4. To do everything necessary and proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the State of Florida or by provisions of these Articles of Incorporation.

ARTICLES IV – AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of One Cent (\$0.01) par value Common Stock. The entire voting power for the election of directors and for all other purposes shall be in the holders of the outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V – INITIAL OFFICERS/DIRECTORS

The corporation shall have at least one director. The number of directors may be either increased or decreased from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial director of this corporation, who unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until his successor(s) is elected or appointed and has qualified, is:

G. CLEVE ELSWICK
360 N.W. 166th Avenue
Pembroke Pines, Florida 33028

ARTICLE VI – REGISTERED AGENT

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

Judith M. Alexander, Esquire
1690 South Congress Avenue, Suite 201
Delray Beach, Florida 33445

ARTICLE VII – INCORPORATOR

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

Judith M. Alexander, Esquire
1690 South Congress Avenue, Suite 201
Delray Beach, Florida 33445

ARTICLE VIII – BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX – AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with the provisions set forth in the Bylaws.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHO PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, G. Cleve Elswick, P.A., desiring to organize or qualify under the laws of the State of Florida, has named Judith M. Alexander, Esquire, located at 1690 South Congress Avenue, Suite 210, City of Delray Beach, State of Florida 33445, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

Judith M. Alexander, Esquire, Incorporator

DATE: August 27, 2001

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of such position and agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

Judith M. Alexander, Registered Agent

DATE: August 27, 2001