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LAW OFFICE OF  
JEFFREY SOLOMON

EMERALD VILLAGE PROFESSIONAL PLAZA  
3864 SHERIDAN STREET  
HOLLYWOOD, FLORIDA 33021  
TELEPHONE: (954) 967-9800  
FAX: (954) 963-2227

October 25, 2001

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-10/26/01--01057--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


Re: ADRIANA FABBRI, PA.

Dear Sir/Madam:

Enclosed please find original and copy of Articles of Incorporation. I also enclose my trust account check in the sum of \$78.75 which represents the filing fee and certification cost.

Please file the Articles and forward a copy to the undersigned in the self-addressed stamped envelope.

Very truly yours,

  
Jeffrey Solomon

FILED  
01 OCT 26 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ADRIANA FABBRI, P.A.**

**FILED**  
**01 OCT 26 PM 3:42**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned, desiring to organize a professional service corporation for the purposes herein stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

**ARTICLE I - NAME**

The name of this corporation is ADRIANA FABBRI, P.A.

**ARTICLE II - DURATION**

The corporation shall commence corporate existence on the date of the execution of these Articles of Incorporation and continue in perpetual existence unless sooner dissolved as provided by law.

**ARTICLE III - PURPOSE**

The general nature of the professional services to be rendered by this professional service corporation shall be as follows:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a real estate agent, licensed under the laws of the State of Florida, is authorized to

render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice therein.

2. To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional services as a real estate agent within the State of Florida. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

3. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

4. To do all and every thing necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes 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 alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

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5. Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of One (\$1.00) Dollar per share.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 3864 Sheridan St., Hollywood, FL., 33021, and the initial registered agent of this corporation at that address is JEFFREY SOLOMON.

#### **ARTICLE VI - PRINCIPAL OFFICE**

The street address of the principal office of this corporation is 9430 Poinciana Place, #404, Davie, FL., 33324.

#### **ARTICLE VII - STOCK TRANSFERABILITY**

No stockholder of this corporation may sell or transfer his shares in this corporation except to another individual who is eligible to be a stockholder of a professional service corporation within the laws of the State of Florida.

### **ARTICLE VIII - STOCK OWNERSHIP**

The Board of Directors shall require any officer, stockholder, agent or employee of this corporation, who has been rendering professional services as a real estate agent to the public and who becomes legally disqualified to render such professional services within the State of Florida or who accepts employment that, pursuant to existing law, places restrictions or limitations or creates a conflict upon his continuing to render such professional services, to sever all employment with, and financial interests in this corporation forthwith.

### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

ADRIANA FABBRI 9430 Poinciana Place, #404, Davie, FL., 33324.

### **ARTICLE X - INCORPORATOR**

The name and street address of the incorporator to the Articles of Incorporation, who is a real estate agent, duly licensed under the laws of the State of Florida to render services as such, is ADRIANA FABBRI, 9430 Poinciana Place, #404, Davie, FL., 33324.

#### **ARTICLE XI - BY-LAWS**

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors at any regular or special meeting duly held.

#### **ARTICLE XII - INDEMNIFICATION**

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

#### **ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, to any amendment hereto, and any rights conferred upon the Stockholders are subject to this reservation.

#### **ARTICLE XIII - SECTION 1244 STOCK**

It is indicated that the stock of this corporation be issued to take advantage of Section 1244 of the Internal Revenue Code, and be in accordance with the provisions therein.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24 day of Oct, 2001.


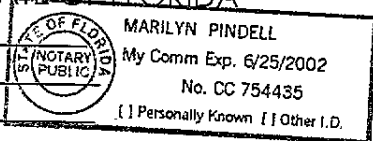
  
ADRIANA FABBRI

STATE OF FLORIDA )

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ADRIANA FABBRI personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal at Broward County, Florida this 24th day of October, 2001.

  
NOTARY PUBLIC, STATE OF FLORIDA  
PRINT NAME: \_\_\_\_\_  
COMM. NO.: \_\_\_\_\_  
COMM. EXP.: \_\_\_\_\_  
  
[ ] Personally Known [ ] Other I.D.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Florida Statutes, the following is submitted, in compliance with Florida Law:

First-That: ADRIANA FABBRI, P.A. desiring to organize under the Laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at 9430 Poinciana Place, #404, Davie, FL., 33324, in Broward

County, State of Florida, has named Jeffrey Solomon, Esquire, 3864 Sheridan Street, Hollywood, FL 33021 as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of and for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Jeffrey Solomon  
JEFFREY SOLOMON  
RESIDENT AGENT AND  
REGISTERED AGENT

FILED  
01 OCT 26 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA