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Zimmerman & Marconi
A Partnership of Professional Associations
13320 SW 128th Street
Miami, Florida 33186
305 235-9515 Fax 305 235-1387

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TALLAHASSEE, FLORIDA
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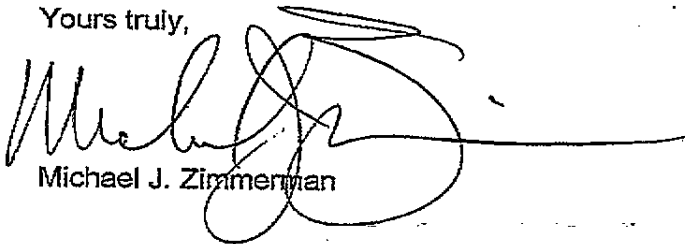
Secretary of State
Tallahassee, Florida 32301

RE: Article of Incorporation

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation of TODD, HENRY, P.A.
for recording as well as a check in the amount of \$78.75.

Yours truly,



Michael J. Zimmerman

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ARTICLES OF INCORPORATION
OF
TODD, HENRY, P.A.

The undersigned subscriber to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida, Florida Statutes 621.01 et. seq., and the corporation so formed shall be a professional services corporation for profit.

ARTICLE I - NAME, OFFICE & MAILING ADDRESS

The name of the corporation shall be: TODD, HENRY P.A., located at 126 Lost Bridge Drive, Palm Beach Gardens, Florida 33410.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence at the time of filing these Articles.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be the representation of Buyers and Sellers in the purchase and sale of Real Estate which the individual rendering these professional services is duly licensed and/or regulated.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or instruments to secure the payment of corporate indebtedness. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other jurisdictions, states and countries.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage pledge, or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidence of indebtedness created by any corporation of the

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State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding at any one time five thousand (5,000) shares of stock having a par value of \$.01 (one cent) per share, all of the same class.

ARTICLE V - STOCKHOLDERS

No person shall become a shareholder unless that person is duly licensed by the State of Florida Department of Regulation or other regulatory department or otherwise legally authorized to render the specific professional services for which this corporation was incorporated.

ARTICLE VI - INITIAL REGISTERED OFFICE

The initial registered office of the corporation shall be: MICHAEL J. ZIMMERMAN located at 13320 S.W. 128th Street, Miami, Florida 33186.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent upon whom service of process shall be made is: MICHAEL J. ZIMMERMAN located at 13320 S.W. 128th Street, Miami, Florida 33186.

ARTICLE VIII - INITIAL DIRECTOR

This corporation shall have two (2) initial directors. The number of directors may be increased from time to time by the bylaws adopted by the stockholders. The name and post office address of the members of the first board of directors are: BENJAMIN HENRY, located at 126 Lost Bridge Drive, Palm Beach Gardens, Florida 33410, and STEPHEN TODD, located at 126 Lost Bridge Drive, Palm Beach Gardens, Florida 33410.

ARTICLE IX - INCORPORATORS

The name and post office address of the incorporator is: MICHAEL J. ZIMMERMAN located at 13320 S.W. 128TH Street, Miami, Florida 33186.

ARTICLE X - AMENDMENTS

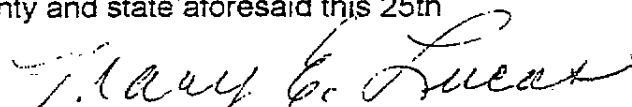
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.


MICHAEL J. ZIMMERMAN

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this date, before me, a notary public, duly authorized in the county and state aforesaid to take acknowledgments personally appeared MICHAEL J. ZIMMERMAN to me known to be the person described as the incorporator (subscribers) in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 25th day of February 2002.


NOTARY PUBLIC, State of Florida

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with applicable law.


MICHAEL J. ZIMMERMAN

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