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CUSTOMER NO: 100198A

CUSTOMER: Seth Cohen, Esq  
Fogel & Cohen Attorneys &  
Counselors At Law  
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Boca Raton, FL 33431

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DOMESTIC FILING

NAME: AGENTS RESOURCE GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

400005172954- -5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION**  
**OF**  
**BROKERS RESOURCE GROUP, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I: NAME OF CORPORATION**

The name of the Corporation shall be **BROKERS RESOURCE GROUP, INC.**

**ARTICLE II: PURPOSE**

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

**ARTICLE III: PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 6959 Kevin Way, Lake Worth, Florida 33467.

**ARTICLE IV: TERM OF EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE V: CAPITAL STOCK**

The total authorized capital stock of the Corporation shall be One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by

the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

#### **ARTICLE VI: REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 6959 Kevin Way, Lake Worth, Florida 33467. The name of the initial registered agent at that address is Heather Kelly.

#### **ARTICLE VII: BOARD OF DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors, the number of which shall be determined in accordance with the Bylaws of the Corporation. Initially the Board of Directors shall consist of two (2) members. Their names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Heather Kelly	6959 Kevin Way Lake Worth, Florida 33467
David Like	6959 Kevin Way Lake Worth, Florida 33467

The initial Directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of Directors which occurs between annual meetings.

#### **ARTICLE VIII: PREEMPTIVE RIGHTS**

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

**ARTICLE IX: INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Heather Kelly  
6959 Kevin Way  
Lake Worth, Florida 33467

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**ARTICLE X: INDEMNITY**

It is the intention of the Corporation to indemnify its Officers, Directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 25<sup>th</sup> day of March, 2002.

  
HEATHER KELLY

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.325.

  
HEATHER KELLY