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**JAY STEVEN LEVINE, P.A. - ATTORNEYS**

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Vero Beach - By Appointment Only  
e-mail - JAY S LEVINE PA@AOL.COM

Jay Steven Levine, Esquire  
Debbie Alspach, CLA

Nadel Group, P.A. - Of Counsel

Please reply to:  
Boca Raton, Florida

April 3, 2002

200005206742-6  
-04/09/02-01017-009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

FILED  
02 APR - 8 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

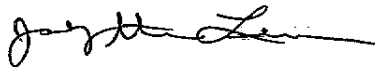
RE: ARTICLES OF INCORPORATION - ESTATE MANAGEMENT & CONSULTING SERVICES  
INC.

Dear Sir or Madam:

Enclosed for filing is original and one copy of Articles of Incorporation of Estate Management & Consulting Services. Also enclosed is a check in the amount of \$87.50 for filing fee, designation of registered agent and certified copy. Once recorded, please return a certified copy to us in the enclosed self-addressed stamped envelope.

Thank you for your help in this matter.

Very truly yours,



Jay Steven Levine

JSL:sh

Enclosures - As Stated

DB 4/15 ✓

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02 APR -8 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ESTATE MANAGEMENT & CONSULTING SERVICES, INC.**

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is to be ESTATE MANAGEMENT & CONSULTING SERVICES, INC.

**ARTICLE II**

**DURATION**

The corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To provide property management and consulting services.
2. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

1. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00).
2. 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. Capital stock may be payable in future labor or services, but only as allowed and with the limitations set forth in a written agreement and approved in advance by the Board of Directors at a meeting called for that purpose.

#### **ARTICLE V**

##### **INITIAL PRINCIPAL BUSINESS ADDRESS**

The initial principal business address of the Corporation shall be 560 Cypress Crossing, Wellington, Florida 33414.

**ARTICLE VI**

**INITIAL REGISTERED AGENT; OFFICE OF REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 2500 North Military Trail, Suite 490, Boca Raton, Florida 33431. The name of the Registered Agent at such address is Jay Steven Levine, Esquire.

**ARTICLE VII**

**THE BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one person. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<b><u>Name</u></b>	<b><u>Address</u></b>
Steven Hildebrandt	7359 Tillman Drive Lake Worth, Florida 33467
Michael Garifine	560 Cypress Crossing Wellington, Florida 33414

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Michael Garifine, 560 Cypress Crossing, Wellington, Florida 33414.

## **ARTICLE IX**

### **RESTRICTIONS ON TRANSFER OF CORPORATE STOCK**

The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the Corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on the file in the Registered Office of the Corporation.

## **ARTICLE X**

### **SHAREHOLDERS' PREEMPTIVE RIGHTS**

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XI**

### **DIRECTORS' MANAGEMENT POWERS**

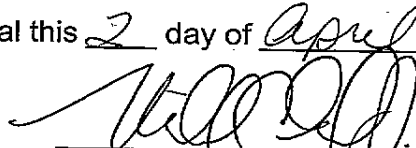
All corporate powers shall be exercised by or under the authority of, and business affairs of the Corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

**ARTICLE XII**

**AMENDMENT**

These Articles may be amended in whole or in part by the holders of a majority of the issued shares of stock.

I have hereunto set my hand and seal this 2 day of April, 2002.

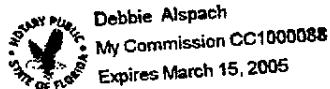
  
\_\_\_\_\_  
MICHAEL GARIFINE, Incorporator

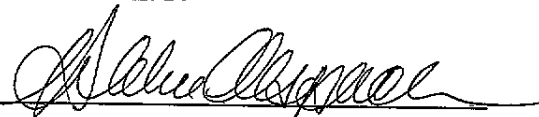
STATE OF FLORIDA            )  
  ) ss  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this 2 day of April, 2002, before me personally appeared MICHAEL GARIFINE, who is personally known to me or who has produced \_\_\_\_\_ (if left blank, personal knowledge existed) as identification and who did not take an oath and who executed the aforesaid as his free act.

WITNESS my signature and official seal at PALM BEACH BOUNDS in the County of Palm Beach, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:



Sign:   
Print: Debbie Alspach

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

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That ESTATE MANAGEMENT & CONSULTING SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the town of Lake Worth, Florida, has named JAY STEVEN LEVINE, ESQUIRE, located at 2500 North Military Trail, Suite 490, Boca Raton, Florida 33431 as its agent to accept service of process for the Corporation within this State.

Having been named to accept service of process for the above-stated Corporation at the place designed 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.

  
\_\_\_\_\_  
JAY STEVEN LEVINE, ESQUIRE

**FILED**  
02 APR -8 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA