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1.) David Kendrick Brown, P.A.
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ARTICLES OF INCORPORATION
of
DAVID KENDRICK BROWN, P.A.
A Professional Service Corporation

The undersigned, who is a duly licensed realtor in the State of Florida, desiring to form a professional service corporation under Chapter 621 of the Florida Statutes and the Florida Professional Service Corporation and Limited Liability Company Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: **DAVID KENDRICK BROWN, P.A.**

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:
639 Laurel Oak, Suite 121, Altamonte Springs, FL 32701-6354.
The mailing address of the corporation is the same.

ARTICLE III

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE IV

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To render professional services in the area of business brokerage, training and management.
2. To transact any and all other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V

CAPITALIZATION

The total number of shares of stock that the corporation is authorized to issue is One Thousand (1,000), all of which shall be Common Stock, with the par value of One Dollar (\$1.00) per share. All Common Stock shares shall be identical with each other in every respect and the holder of Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

PREEMPTIVE RIGHTS

The holders of shares of the corporation shall have preemptive rights to subscribe or purchase from the corporation any shares authorized but unissued, or any newly authorized shares.

ARTICLE VII

INITIAL DIRECTORS

The following individual shall initially hold the office of Director:

1. David K. F. Brown- Director

ARTICLE VIII

INITIAL OFFICERS

The following individual shall initially hold the following Offices:

1. David K. F. Brown- President
2. David K. F. Brown- Secretary
3. David K. F. Brown- Treasurer

ARTICLE IX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:
639 Laurel Oak, Suite 121, Altamonte Springs, Fl 32701-6354,
and the name of its initial registered agent at such address is:
David Kendrick Brown.

ARTICLE X

INCORPORATOR

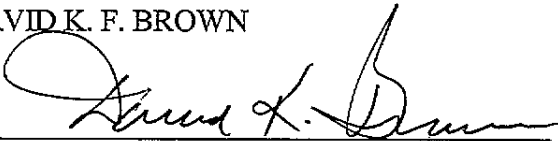
The name and address of the incorporator is:

David K. F. Brown
639 Laurel Oak, Suite 121
Altamonte Springs, Fl 32701-6354.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand on June 17,
2002.

INCORPORATOR:
DAVID K. F. BROWN

By

A handwritten signature in black ink, appearing to read "David K. F. Brown", is written over a horizontal line.

David K. F. Brown, as Incorporator

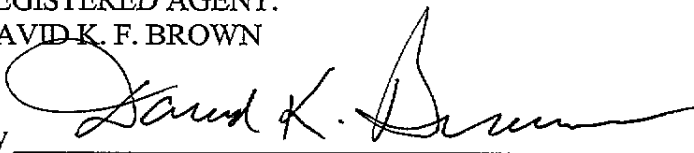
CONSENT TO SERVE AS REGISTERED AGENT
of
DAVID KENDRICK BROWN, P.A.

David Kendrick Brown hereby consents to serve as Registered Agent in the State of Florida for **DAVID KENDRICK BROWN, P.A.** He understands that as agent for the corporation it will be the Agent's responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation, and immediately notify the office of the Secretary of State in the event of his resignation, or of any changes in the registered office address of the corporation for which he is Agent pursuant to F.S. 607.0501(3).

Dated: June 17, 2002.

REGISTERED AGENT:
DAVID K. F. BROWN

By



David K. F. Brown
639 Laurel Oak, Suite 121
Altamonte Springs, Fl 32701-6354.

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