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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

dawn m. kirshner p.a.

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|-----------------------|---------|
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 23, 2002

EMPIRE CORPORATE KIT

SUBJECT: DAWN M. KIRSCHNER P.A.
REF: W02000024638

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The specific nature of business of the professional association must be stated in the document.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

FAX Aud. #: H02000185759
Letter Number: 502A00049702

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
DAWN M. KIRSCHNER, P.A.**

The undersigned subscribers to these Articles of Incorporation, being duly licensed to practice as a Realtor under the laws of the State of Florida, adopt these Articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation shall be:

DAWN M. KIRSCHNER, P.A.

ARTICLE II

Address

The principal office and mailing address of this Corporation is: 471 Lexington Avenue, Fort Lauderdale, Florida 33325

ARTICLE III

Registered Agent

The name and street address of the initial Registered Agent is: Peter A. Krause, Weston Town Center, 1792 Bell Tower Lane, Weston, Florida 33326.

ARTICLE IV

Purposes and Powers

The purposes for which this corporation are organized are:

a) To perform professional realty services and to carry on services incident thereto. The rendering of realty services is the sole and exclusive professional service to be rendered by this corporation.

b) To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation, and to engage in such other business as may be authorized or permitted by Florida Law.

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c) The professional services of this corporation shall be carried out only through officers, employees, and agents, all whom have been licensed by the Department of Professional Regulations as a Realtor or Broker, and are duly authorized to practice as a Realtor or Real estate Broker, in the State of Florida.

ARTICLE V

Capital Stock Authorized

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is five thousand (5000) shares of common stock at One Dollar (\$1.00) par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice as a Realtor or Real Estate Broker in the state of Florida.

ARTICLE VI

Duration

The existence of this corporation shall commence on August 26, 2002. The term for which this Corporation shall be perpetual and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one (1) or more members which number may be altered from time to time by the by-laws of this Corporation within limitations prescribed by law.

The officers of this Corporation shall be a President and any other officers as the Board of Directors may deem appropriate.

ARTICLE VII

Initial Board of Director(s)

The names, addresses, number of shares subscribed to and consideration therefore, of the original subscribers to these Articles of Incorporation, and the names of the first Board of Directors of this Corporation, who, subject to the by-laws and laws of the state of Florida, shall hold office until the first annual meeting of the Corporation, or until successors are elected and have been qualified, are as follows:

Dawn M. Kirschner
471 Lexington Avenue
Fort Lauderdale, Florida 33325

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is:
Peter A. Krause, Weston Town Center, 1792 Bell Tower Lane, Weston, Florida 33326.

ARTICLE IX

Restraint of Alienation of Shares

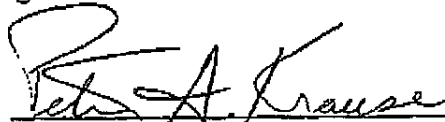
The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice accounting in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's share of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XI

Amendments

The Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
____th day of August, 2002.


Peter A. Krause,
Incorporator

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STATE OF FLORIDA }
COUNTY OF BROWARD }

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation were acknowledged before me on August 26 2002,
by Peter A. Krause, who is personally known to me.



Adam Goldberg
Commission # CC 954825
Expires Aug. 27, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Adam Goldberg
Notary Public

My commission expires:

Oath of Acceptance of Registered Agent:

Having been named as Registered Agent to accept service of process as above, I hereby
accept to act in said capacity and agree to comply with requirements of law in said regarding
including keeping open said office.

Peter A. Krause (SEAL)
Peter A. Krause

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