

Goldstein & Greenberg
ATTORNEYS AT LAW
A Partnership of Professional Associations

Larry D. Goldstein, P.A.

Larry D. Goldstein
Board Certified Civil Trial Lawyer
Board Certified Worker's
Compensation Lawyer

Douglas J. Greenberg, P.A.

Douglas J. Greenberg
Former State Prosecutor

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August 20, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sherrie M. Pesce, P.A.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the articles and return a certified copy to my office at 7601- 38th Avenue North, St. Petersburg, FL 33710.

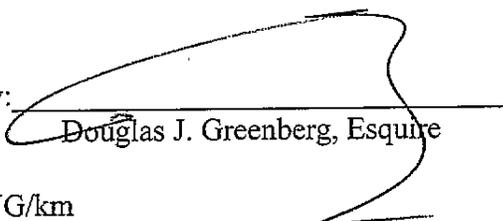
My client's check in the sum of \$78.50 is enclosed for your filing fees, registered agent designation and return of the certified copy of the articles.

Thank you for your attention to this matter. Should you need additional information, please do not hesitate to contact my office.

Sincerely,

DOUGLAS J. GREENBERG, P.A.

By:


Douglas J. Greenberg, Esquire

DJG/km
Enclosures

cc: Sherrie M. Pesce

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-24543



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 23, 2002

DOUGLAS J GREENBERG PA
7601 38TH AVENUE NORTH
ST PETERSBURG, FL 33710

SUBJECT: SHERRIE M. PESCE, P.A.
Ref. Number: W02000024543

We have received your document for SHERRIE M. PESCE, P.A. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 302A00049588

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHERRIE M. PESCE, P.A.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

NAME: The name of this corporation shall be SHERRIE M. PESCE, P.A., and its initial principal office and address shall be at 15813 Gulf Boulevard, Redington Beach, FL 33708.

ARTICLE II

DURATION: This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business pertaining to the buying and/or selling of real estate.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the corporation shall have to issue is 100 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$100.00. Each share of authorized stock which is initially sold shall be fully paid for before the corporation begins transaction of business.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is SHERRIE M. PESCE, 15813 Gulf Boulevard, Redington Beach, FL 33708.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the contest requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The name(s) and address(es) of the first Board of Directors are:

Sherrie M. Pesce

15813 Gulf Boulevard
Redington Beach, FL 33708

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one director. This director shall hold office until her successors are duly elected and qualified.

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice-President, Secretary and Treasurer, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following person(s) shall hold the below-designated offices until their successors are elected and qualified:

President/Secretary/Treasurer - Sherrie M. Pesce

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is SHERRIE M. PESCE, 15813 Gulf Boulevard, Redington Beach, FL 33708.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by a majority vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

ARTICLE XI

BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Shareholders.

ARTICLE XII

AMENDMENT: The power to amend these articles shall be held exclusively by the shareholders. An amendment hereto shall require a majority vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20th day of August, 2002.

WITNESSES:

Janette Ristocelli
Holly DeLamie

Sherrie M. Pesce
SHERRIE M. PESCE
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared SHERRIE M. PESCE, as Incorporator, to me well known to be the person described in and who acknowledged before me that she executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of August, 2002.

Karen Mitchell
Notary Public
My commission expires:



IN WITNESS WHEREOF, the undersigned registered agent hereby accepts such designation on this 20th day of August, 2002. I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.

WITNESSES:

Janette Ristocelli
Holly Adelman

Sherrie M. Pesce
SHERRIE M. PESCE
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared SHERRIE M. PESCE, as Registered Agent, to me well known to be the person described in and who acknowledged before me that she executed the foregoing voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of August, 2002.

Karen Mitchell
Notary Public
My commission expires:



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA