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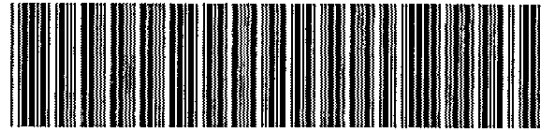
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no2-31126

Paul J. Chalet, P.A., CPA
5440 North State Road 7 Suite #208
Ft. Lauderdale, FL 33319
(954) 731-5800

November 6, 2002

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

Subject: John W. Curtis, P.A.
Ref Number: W02000031126
Letter Number: 402A00059457

Dear Sirs:

Enclosed are the restated Articles of Incorporation for the above referenced company. The articles have been restated to include Article VII business purpose for the professional association, as requested by your letter (copy enclosed). The verbiage for this article was discussed with your office on November 6, 2002 at approximately 9:30 a.m.

Your attention in expediting this matter is greatly appreciated. Thank you in advance for your time. If additional information is necessary, please do not hesitate to contact me at (954) 731-5800.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul J. Chalet", with a stylized flourish at the end.

Paul J. Chalet, CPA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 29, 2002

PAUL J. CHAIET
5440 NORTH STATE ROAD 7
SUITE 208
FT. LAUDERDALE, FL 33319

SUBJECT: JOHN W. CURTIS, P.A.
Ref. Number: W02000031126

We have received your document for JOHN W. CURTIS, P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 402A00059457

ARTICLES OF INCORPORATION

OF

John W. Curtis, P.A.

ARTICLE I NAME

The name of the corporation shall be:

John W. Curtis, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10020 Country Brook Road

Boca Raton, FL 33428

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Paul J. Chalet, CPA .

5440 North State Road 7, Suite 208 .

Ft. Lauderdale, FL 33319 .

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Paul J. Chalet, CPA .

5440 North State Road 7, Suite 208 .

Ft. Lauderdale, FL 33319 .

ARTICLE VI INITIAL OFFICERS AND OWNERSHIP

The initial officers and owners of the corporation shall be:

President John W. Curtis .

Vice President John W. Curtis .

Treasurer John W. Curtis .

ARTICLE VII PROFESSIONAL ASSOCIATION

The corporation is being formed as a professional association for the purposes of performing services as a business brokerage, licensed under the laws of the State of Florida.

The undersigned has executed these Articles of
Incorporation this 6th day of November 2002.

A handwritten signature in cursive script, appearing to read "Paul J. Chalet", written over a horizontal line.

Paul J. Chalet, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

John W. Curtis, P.A.

2. The name and address of the registered agent and office is:

Paul J. Chalet, CPA

5440 North State Road 7, Suite 208

Ft. Lauderdale, FL 33319

Signature: _____

Paul Chalet

Title: Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Paul Chalet

Date: _____

10/22/02