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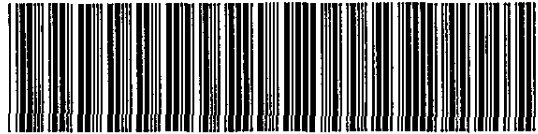
(Business Entity Name)

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DALLAS W. CARPENTER, P.A.  
1010 - 24<sup>TH</sup> Avenue North  
St. Petersburg, FL 33704

November 7, 2002

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

Dear Sirs:


Enclosed is my check for the sum of \$70.00 for the following incorporation fees of Dallas W. Carpenter, P.A.

\$ 35.00 Filing fee

35.00 Resident Agent Fee

\$ 70.00

Sincerely,



Dallas W. Carpenter  
President

ARTICLES OF INCORPORATION FOR PROFESSIONAL CORPORATION

DALLAS W. CARPENTER, P.A.

The undersigned natural person, competent and licensed to practice real estate brokerage in the State of Florida, acting hereby as Incorporator for the purposes of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article I  
Name of Corporation

The name of this corporation shall be DALLAS W. CARPENTER, P.A.

Article II  
Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of real estate sale and brokerage, and all its field of specializations, as are engaged in by real estate brokers.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be real estate brokers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as the corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and do anything incidental thereto which is not forbidden under the laws of the State of Florida.

Article III  
Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 (one dollar and no cents) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

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- c. Shares of the corporation's stock and certificates shall be issued only to real estate brokers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render same professional services as this corporation.

#### Article IV Duration

The corporation shall have perpetual existence.

#### Article V Registered Agent

The address of the corporation's initial registered office and principal place of business is 1010 24<sup>th</sup> Avenue North, St. Petersburg, FL 33704 and the name of its initial registered agent at said address is Dallas W. Carpenter.

#### Article VI Incorporator

The name and address of the Incorporator is as follows:

Dallas W. Carpenter  
1010 24<sup>th</sup> Avenue North  
St. Petersburg, FL 33704

#### Article VII Board of Directors

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Dallas W. Carpenter  
1010 24<sup>th</sup> Avenue North  
St. Petersburg, FL 33704

#### Article VIII Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

Article IX  
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his/her continued rendering of such professional services, he/she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him/her all amounts owing and lawfully due to him/her by the corporation, except that such shares shall not be entitled to dividends.

Article X  
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article XI  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII  
Bylaw Amendment

The power to adopt, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporated has executed these Articles of Incorporation in the State of Florida, this the 8<sup>th</sup> of November 2002.

  
Dallas W. Carpenter  
Incorporator


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

Pursuant to Chapter 38.091, Florida Statutes, the following is submitted:

That DALLAS W. CARPENTER, P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at City of St. Petersburg, County of Pinellas, State of Florida, has named Dallas W. Carpenter located at 1010 24<sup>th</sup> Avenue North, City of St. Petersburg, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporations Act relative to keeping open the registered office.

  
Dallas W. Carpenter  
DATE: 8 of November 2002

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