

Division of Corporations

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Florida Department of State

Division of Corporations

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

From:

Account Name : SCHROEDER AND LARCHE, P.A.
Account Number : 120020000136
Phone : (561) 241-0300
Fax Number : (561) 241-0798

STATE
TALLAHASSEE
FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Michael L. Kurtz, P.A.

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ARTICLES OF INCORPORATIONDEPARTMENT OF STATE
TALLAHASSEE FLORIDA**OF****MICHAEL L. KURTZ, P.A.****Article I - Name**

The name of the corporation is:

MICHAEL L. KURTZ, P.A.

Article II - Duration

This professional corporation shall have a perpetual existence.

Article III - Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

Article IV - Purpose

This professional corporation is organized for the purpose of transacting any and all lawful business and rendering the same professional services to the public that a real estate broker, licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered through officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida. Subject to the limitations and restrictions other than the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, as amended from time to time, the professional corporation may carry on any lawful pursuit and do everything necessary, proper or incidental to the accomplishment of furtherance of the aforesaid purposes.

Article V - Address

The principal place of business or mailing address of this corporation shall be 5300 North Federal Highway, Fort Lauderdale, Florida 33308:

MICHAEL A. SCHROEDER, ESQ.
SCHROEDER AND LANCHE, P.A.
120 East Palmetto Park Road
Suite 150
Boca Raton, FL 33432
(561)241-0300
FLA. BAR NO.
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The Board of Directors may from time to time move the place of business of this professional corporation.

Article VI - Capital Stock

The professional corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

Article VII - Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A., 120 East Palmetto Park Road, Suite 150, Boca Raton, Florida 33432, and the name of the initial registered agent of this corporation at the address is Michael A. Schroeder, Esq.

Article VIII - Initial Board of Directors

This professional corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

MICHAEL L. KURTZ
5300 North Federal Highway
Fort Lauderdale, Florida 33308

Article IX - Incorporator

The name and address of the person signing these Articles as incorporator is: Michael A. Schroeder, Esq., Schroeder and Larche, P.A., 120 East Palmetto Park Road, Suite 150, Boca Raton, Florida 33432.

Article X - Powers

This professional corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Article XI - Indemnification

This professional corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The

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indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

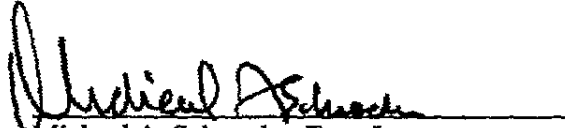
Article XII - Amendment

This professional corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIII - Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of November, 2002.


Michael A. Schroeder, Esq., Incorporator

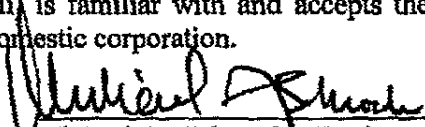
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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: November 18, 2002.


Michael A. Schroeder, Registered Agent
c/o Schroeder and Larche, P.A.
120 East Palmetto Park Road
Suite 150
Boca Raton, Florida 33432

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