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#### GAY AND GORDON ATTORNEYS, P.A.

699 FIRST AVENUE NORTH
P.O. BOX 265
ST. PETERSBURG, FLORIDA 33731

TELEPHONE (727) 896-8111 FAX (727) 822-2234

WILLIAM W. GAY (1919 - 1993) SEYMOUR A. GORDON

December 18, 2002

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

Re: ANITA KLEINFELD PROFESSIONAL REALTOR, INC.

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation for the following corporation:

#### ANITA KLEINFELD PROFESSIONAL REALTOR, INC.

A check in the amount of \$78.75 is enclosed to cover the filing fee of \$70.00 and the cost of a certified copy of \$8.75.

Please forward the certified copy to my office.

Thank you for your assistance.

Seymour A. Gordon

Sincerely yours

SAG/sp Enclosures

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#### ARTICLES OF INCORPORATION

OF

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## ANITA KLEINFELD PROFESSIONAL REALTOR, INC. SECRETARY LT STATE

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

#### ARTICLE I

The name of this corporation is:

ANITA KLEINFELD PROFESSIONAL REALTOR, INC.

#### ARTICLE II

#### NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation: This corporation may engage in every activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock having a nominal or par value of \$1.00.

#### ARTICLE IV

#### INITIAL CAPITAL

The amount of capital with which this corporation is to begin business is \$500.00.

#### ARTICLE V

#### TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI

#### **ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is 7989 10<sup>th</sup> Avenue South, St. Petersburg, FL 33707. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### ARTICLE VII

#### DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VIII

#### INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Name

Address

ANITA KLEINFELD

7989 - 10<sup>th</sup> Avenue South St. Petersburg, FL 33707

#### ARTICLE IX

#### SUBSCRIBERS

Name

#### Address

Number of Shares

ANITA KLEINFELD

7989 - 10<sup>th</sup> Avenue South St. Petersburg, FL 33707

1,000

#### ARTICLE X

#### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

#### ARTICLE XI

#### INITIAL OFFICERS

The officers who are to conduct the business of the corporation and serve as such until the next annual election of officers, or until their successors are duly elected and qualify, shall be as follows:

President: ANITA KLEINFELD
Vice President: ANITA KLEINFELD
Secretary: ANITA KLEINFELD
Treasurer: ANITA KLEINFELD

#### ARTICLE XII

#### REGISTERED AGENT

The directors shall have the power to appoint a person or persons as Registered Agent for this corporation and until his successor has been appointed, ANITA KLEINFELD, is and shall be the Registered Agent for this purpose. The Registered Office shall be 7989 - 10<sup>th</sup> Avenue South, St. Petersburg, FL 33707.

#### ARTICLE XIII

#### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement, without a meeting, as provided in Florida Statutes 607.394 and the By-Laws.

#### ARTICLE XIV

#### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty

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#### ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE TALLAMASSEE, FLORIDA

I, ANITA KLEINFELD, of St. Petersburg, Pinellas County, Florida, hereby agree to serve as the Registered Agent for ANITA KLEINFELD PROFESSIONAL REALTOR, INC.

anita Kleinfeel

STATE OF FLORIDA COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a notary public, personally appeared ANITA KLEINFELD, who is personally known to me or who produced as identification, to me known to be the person described in and who executed the foregoing Acceptance of Registered Agent and she acknowledged executing the same for the purposes expressed therein.

Witness my hand and seal this 18th day of December , 2002.

Notary Public

My commission expires: 7-19-04

Susan G. Powell

MY COMMISSION # CC955761 EXPIRES

July 19, 2004

BONDED THRU TROY FAIN INSURANCE, INC.

(30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

anita Kleinfeel

STATE OF FLORIDA COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a notary public authorized in the State and County aforesaid to take acknowledgments, personally appeared ANITA KLEINFELD, who is personally known to me or who produced

as identification, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles.

Witness my hand and official seal this 18th day of December , 2002.

Susan G. Powell

MY COMMISSION # CC955761 EXPIRES

July 19, 2804

BONDED THRU TROY FAM INSURANCE, INC.

My commission expires: 7-19-04