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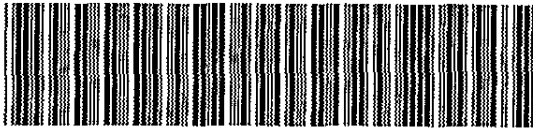
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2600 N.E. 14<sup>th</sup> Street Causeway  
Pompano Beach, FL 33062

Law Offices of MacLean and Ema

January 22, 2003

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: Bruce Howland, P.A.

Gentlemen:

We enclose herewith the following items, in order to have the above-referenced corporation filed in the Florida corporate records.

1. Original Articles of Organization for Bruce Howland, P.A., (with copy to evidence filing).

We would ask that you file these instruments for us as soon as possible a check covering the State's fees is enclosed. The certified copy can come back to me by regular mail.

If you should have any questions, or require anything further, please do not hesitate to contact our office.

Very truly yours,

MacLEAN and EMA

Lisa K. Johnson  
Legal Assistant

LKJ/hs

.....

**ARTICLES OF INCORPORATION**

**OF**

**BRUCE HOWLAND, P.A.**

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The undersigned, all of whom are duly licensed real estate salespersons, brokers or broker/salesman in the State of Florida, desiring to form a professional corporation in accordance with Chapter 621 of the Florida Statutes and the Florida Professional Service Corporation Act and Limited Liability Company Act, adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be BRUCE HOWLAND, P.A.

**ARTICLE II  
DURATION**

The period of the corporation's duration shall be perpetual.

**ARTICLE III  
PURPOSE**

The purpose for which the corporation is organized shall be to engage in and carry on all branches of the service of a real estate brokerage organization and/or to operate as a real estate salesperson as defined under Chapter 475, Florida Statutes, within the State of Florida, and to do those things that are necessary or proper in connection with that service including, but not limited to, the following:

- (a) As principal, agent, or broker, or as a real estate salesperson, and on commission or otherwise; to buy, sell, exchange, rent, lease, let, grant, or take

licenses in respect of, improve, develop, repair, manage, maintain, appraise, list, auction, consult over and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; and generally, to do everything suitable, proper, and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments and/or to the successful operation as a real estate salesperson.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(e) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act as currently enacted and as may be hereafter amended or superseded by any other statute.

#### ARTICLE IV CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share. No share of stock of this Corporation shall be issued or transferred to any person who is not duly licensed under Chapter 475, Florida Statutes. No Shareholder may enter into any type of agreement which vests in another the authority to exercise the voting power over any or all of their stock.

**ARTICLE V  
CAPITAL**

The amount of stated capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

**ARTICLE VI  
REGISTERED OFFICE**

The location and address of the corporation's initial registered office in this State is 8820 S. Lake Dasha, Plantation, Florida 33324 and the corporation's mailing address shall be 8820 S. Lake Dasha, Plantation, Florida 33324.

**ARTICLE VII  
REGISTERED AGENT**

The initial registered agent of this corporation is BRUCE HOWLAND, and the address of the initial registered agent is 8820 S. Lake Dasha, Plantation, Florida 33324.

**ARTICLE VIII  
INCORPORATORS**

The names and addresses of the incorporators are:

Name	Address
BRUCE HOWLAND	8820 S. Lake Dasha, Plantation, Florida 33324

## ARTICLE IX DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the names and addresses of the initial directors are:

Name	Address
BRUCE HOWLAND	8820 S. Lake Dasha, Plantation, Florida 33324

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

## ARTICLE X BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

## ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of share held by him.

**ARTICLE XII**  
**RESTRICTIONS ON ISSUANCE AND TRANSFER OF SHARES**

No share of stock of this corporation shall be issued or transferred to any person who is not a duly licensed real estate broker or salesperson in the State of Florida.

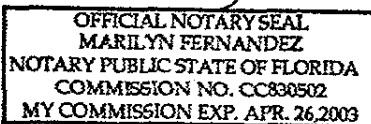
In witness hereof, we, the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Trenton, Florida on January 16, 2003.

  
BRUCE HOWLAND

STATE OF FLORIDA     )  
                                      )  
COUNTY OF BROWARD )

**BEFORE ME**, the undersigned authority, personally appeared BRUCE HOWLAND, to me well known and known to me to be the Incorporator of BRUCE HOWLAND, P.A., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

**WITNESS** my hand and official seal in the State and County aforesaid this 16 day of January, 2003.



  
Notary Public

My Commission Expires:

I, BRUCE HOWLAND, having been appointed Registered Agent of BRUCE HOWLAND, P.A., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 16<sup>th</sup> day of January, 2003.

  
\_\_\_\_\_  
BRUCE HOWLAND

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