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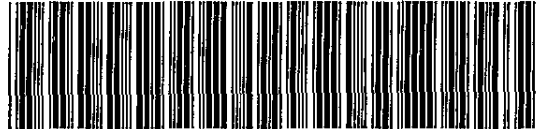
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T.O.

TRANSMITTAL LETTER

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

SUBJECT: AUDREY E. SMITH, P.A.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and a check for \$70.00 for filing fee and registered agent fee.

FROM: AUDREY E. SMITH
17727 S. E. 89th Keating Terr
The Villages, FL 32162

PHONE: (352) 750-1732

Enclosures
Original and One Copy of Articles

**ARTICLES OF INCORPORATION
OF
AUDREY E. SMITH, P.A.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporators submit these articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE I

The name of the Corporation is: AUDREY E. SMITH, P.A.

ARTICLE II

The principal place of business and mailing address of this corporation is:

1511 Buenos Aires Blvd.
Lady Lake, Fl. 32159

ARTICLE III

Duration: The period of its duration is perpetual.

ARTICLE IV

Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including selling real estate.

ARTICLE V

Capital Stock: The corporation is authorized to issue one class of stock, that stock being Three Hundred (300) shares at One (\$1.00) Dollars per share, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE VI

Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

AUDREY E. SMITH
1511 Buenos Aires Blvd.
Lady Lake, Fl. 32159

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

ARTICLE VII

Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Audrey E. Smith, President/Secretary	17727 S.E. 89 th Keating Terrace The Villages, Fl 32162
Jack L. Smith, Treasurer	17727 S.E. 89 th Keating Terrace The Villages, Fl 32162

ARTICLE VIII

Incorporators. The name and addresses of the Incorporators signing these Articles of Incorporation are:

NAME	ADDRESS
Audrey E. Smith	17727 S.E. 89 th Keating Terrace The Villages, Fl 32162
Jack L. Smith	17727 S.E. 89 th Keating Terrace The Villages, Fl 32162

ARTICLE IX

Amendment of Articles. This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 4th day of February, 2003.

Witness to Incorporators Signatures

Paul C. Smery

Audrey E. Smith
AUDREY E. SMITH

Paul C. Smery

Jack L. Smith
JACK L. SMITH

and to Registered Agent
Signature

Paul C. Smery

Audrey E. Smith
REGISTERED AGENT

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

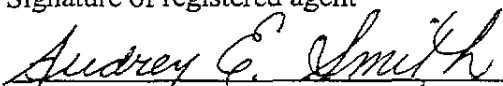
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: AUDREY E. SMITH, P.A.
2. The name and address of the registered agent and office is:

Audrey E. Smith
1511 Buenos Aires Blvd.
Lady Lake, Fl 32159

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 of registered agent



AUDREY E. SMITH

Date of Signature: 2/4/03

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CLERK OF COURT
JUDGE
DA