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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ellie Sherman PA

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ARTICLES OF INCORPORATION

OF

ELLIE SHERMAN, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation being a natural person, competent and licensed to practice law in the State of Florida, does hereby adopt the following Articles of Incorporation for the purpose of forming a Professional Service Corporation for profit under the provisions of F.S. Chapter 621, Florida Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE 1

NAME

The name of this Corporation is ELLIE SHERMAN, P.A.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 3119 N.W. 84 Way, Sunrise, FL 33351.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be, 3119 N.W. 84 Way, Sunrise, FL 33351.

ARTICLE 4

PURPOSES AND POWERS

The general nature of the business to be transacted by the corporation is:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a registered real estate broker or real estate sales person, duly licensed under the laws of the State of Florida, is authorized to render.
- (b) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these articles of incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.
- (c) The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution. None of the shares of the corporation may be issued to anyone other than an individual duly licensed to as a real estate broker or real estate sales person in the State of Florida.

ARTICLE 6

DURATION

The corporation shall have perpetual existence.

ARTICLE 7

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 3119 N.W. 84 Way, Sunrise, FL 33351, and the name of the initial registered agent of this Corporation at that address is Ellie Sherman.

ARTICLE 9

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Ellie Sherman, whose address is 3119 N.W. 84 Way, Sunrise, FL 33351.

ARTICLE 10

BOARD OF DIRECTORS

The number of directors may be altered from time to time by By-laws adopted by the stockholders. However, the corporation shall have no less than one (1) director at any time. The name and address of the initial director of this corporation is Ellie Sherman, 3119 N.W. 84 Way, Sunrise, FL 33351.

ARTICLE 11

INFORMAL SHAREHOLDER ACTION

If all 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 12

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 13

AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

ARTICLE 14

BY-LAWS

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

ARTICLE 15

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or

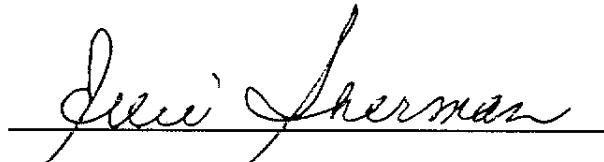
director, to the full extent permitted by law.

ARTICLE 16

MEETINGS BY TELECONFERENCING

Any and all meetings of the Directors or officers may be attended in person or by telephone or other form of electronic conferencing.

The undersigned Incorporator has executed these Articles of Incorporation this 7 day of April, 2003.


ELLIE SHERMAN, Incorporator

DESIGNATION OF REGISTERED AGENT

FOR

ELLIE SHERMAN, P.A.

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2003 APR 11 PM 12:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

ELLIE SHERMAN, P.A., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named, ELLIE SHERMAN, whose address is 3119 N.W. 84 Way, Sunrise, FL 33351, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.


ELLIE SHERMAN