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CORPORATION SERVICE COMPANY"

ACCOUNT NO. : 072100000032

REFERENCE : 054368 7158500

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 78.75

ORDER DATE : April 17, 2003

ORDER TIME : 1:19 PM

ORDER NO. : 054368-005

CUSTOMER NO: 7158500

CUSTOMER: Suzanne N. Whibbs, Esq
Whibbs Whibbs & Johnson, P.a.

105 East Gregory Street

Pensacola, FL 32501

DOMESTIC FILING

NAME: SUSAN ROGERS, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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ARTICLES OF INCORPORATION
OF
SUSAN ROGERS, P.A.

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION

The name of the corporation shall be **SUSAN ROGERS, P.A.**, and the principal office is at 105 East Gregory Square, Pensacola, Florida 32501.

ARTICLE II: PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect of the sale and brokerage of commercial and residential real estate in the State of Florida, and the related services necessary and incidental thereto, as are engaged in by duly authorized and licensed real estate salespersons, agents and brokers within the State of Florida.

B. To engage and render the professional services involved only through its officers, agents, and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

D. To engage in no other business other than the renditions of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be five hundred (500) shares of common stock at One Dollar (\$1.00) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to officers, agents, and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV: DURATION

This corporation shall exist perpetually, commencing upon the date of subscription of these Articles of Incorporation.

ARTICLE V: REGISTERED AGENT

The address of this corporation's initial registered office is 105 East Gregory Square, Pensacola, Florida 32501 and the name of its initial registered agent at said address is Vincent J. Whibbs, Jr.

ARTICLE VI: INCORPORATOR

The name and address of the incorporator is Vincent J. Whibbs, Jr., 105 East Gregory Square, Pensacola, Florida 32501.

ARTICLE VII: BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by a resolution of the majority of the Stockholders, but never shall be less than one. The name and address of the initial Director of this corporation is Susan Rogers, 7854 Lola Circle, Navarre, Florida 32566.

ARTICLE VIII: INFORMAL ACTION OF SHAREHOLDERS

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporation records.

ARTICLE IX: SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any Shareholders, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X: INFORMAL ACTION OF DIRECTORS

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 XI: INDEMNIFICATION

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

ARTICLE XII: BYLAW AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 16th day of April, 2003.

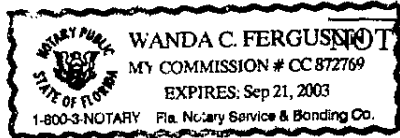


VINCENT J. WHIBBS, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority in and for the said State and County, personally appeared **VINCENT J. WHIBBS, JR.**, to me well known and known to be the person described in and who freely and voluntarily subscribed and acknowledged before me according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State
and County aforesaid this 16th day of April, 2003



Wanda C. Ferguson

NOTARY PUBLIC, State of Florida

**CERTIFICATE OF DESIGNATION OF RESIDENT
AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501 or 617.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office, in the State of Florida.

1. The name of the Corporation is: **SUSAN ROGERS, P.A.**
2. The name and address of the registered agent and office is:

Vincent J. Whibbs, Jr.
105 East Gregory Square
Pensacola, Florida 32501

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.

Dated this 16th day of April, 2003.



Vincent J. Whibbs, Jr.

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