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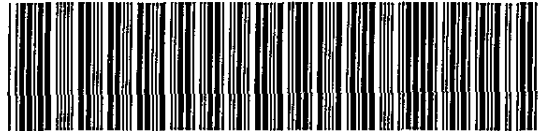
(Business Entity Name)

(Document Number)

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03 JUL 10 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

**Department of Revenue
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

SUBJECT: KELLY FAYE WORTHLEY, P.A.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

Filing fee.....	\$35.00	
Designation of Registered Agent..	\$35.00	
Certified Copy.....	\$ 8.75	ADDITIONAL COPY REQUIRED
Total filing fee	\$78.75	

**FROM: Lea Helms
First Coast Accounting, Inc.
300 2nd Street North Ste 7
Jacksonville Beach, FL 32250-6944**

Telephone Number 904-241-3155

NOTE: Please provide the original and one copy of the articles

**ARTICLES OF INCORPORATION
OF
KELLY FAYE WORTHLEY, P.A.**

FILED
03 JUL 10 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Professional Service Corporation pursuant to Chapter 621 Florida Statutes, does hereby adopt the following Articles of incorporation:

ARTICLE I

NAME

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation is **Kelly Faye Worthley, P.A.** . The corporation's initial principal office and mailing address are located at 300 2nd Street North Suite 7, Jacksonville Beach, Fl 32250-6944

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

The general purposes for which the "**Professional Association**" is organized are:

1. To conduct business normal to the operation of a Real Estate Sales Agent.
2. To transact any other lawful business for which corporations may be permitted under the laws of the United States and of Florida, pursuant to Chapter 621 F.S. or engage in any other trade or business which can, in the opinion of the Board of directors of the corporation, be

advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

The maxium number of shares of common stock that this corporation is authorized to issue and to have outstanding at any time is five hundred (500) shares, having a par value of One Dollar (\$1.00) per share. All Common stock shall be fully paid and nonassessable. The shares of stock are to be issued as follows:

NAME	SHARES
Kelly Faye Worthley	500

ARTICLE V

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The Board of directors shall be appointed by the corporation's shareholders. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one (1) Director. The name, address and title of the initial Board of Director of the corporation is:

NAME	ADDRESS
Kelly Faye Worthley, President	904 Ponte Vedra Blvd. Ponte Vedra Beach, Fl 32082

ARTICLE VI

INITIAL REGISTERED AGENT

The name and Florida Street address of the initial Registered Agent is as follows:

NAME	ADDRESS
Kelly Faye Worthley	904 Ponte Vedra Blvd.. Ponte Vedra Beach, Fl 32082

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator and statement of the number of shares of stock which she agrees to subscribe, along with the value which she agrees to pay thereof is as follows:

NAME	ADDRESS	No	Value
Kelly Faye Worthley	904 Ponte Vedra Blvd.. Ponte Vedra Beach, Fl 32082	500	\$500.00

ARTICLE VIII

INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

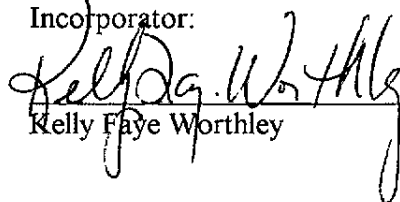
ARTICLE IX

AMENDMENT

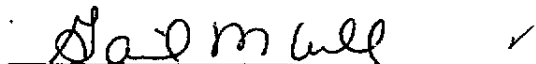

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this 30 day of June, 2003, Incorporation for the purpose of forming this Professional Service corporation under the laws of the State of Florida, and she hereby makes and files, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.

Incorporator:


Kelly Faye Worthley

WITNESSES:

STATE OF FLORIDA

COUNTY OF ST JOHNS

BEFORE ME, personally appeared Kelly Faye Worthley, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes herein expressed.

WITNESS my hand and official seal this 30 day of June 2003.



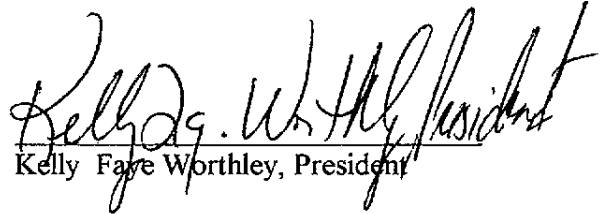

Notary Public State of Florida

INITIAL REGISTERED AGENT OF

Kelly Faye Worthley, P.A.

The address of the initial registered agent of the corporation is: 904 Ponte Vedra Blvd.,
Ponte Vedra Beach, Fl 32082, and the name of its initial registered agent at such address is:
Kelly Faye Worthley.

By her signature below, Kelly Faye Worthley accepts designation as registered agent of
Kelly Faye Worthley, P.A..


Kelly Faye Worthley, President

Art of Incorp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA