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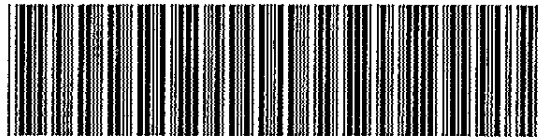
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SE
TALLAHASSEE, FLORIDA

EXPIRATION DATE
10-15-03

ANDREW J. MIRABOLE, P.A.

ATTORNEY AT LAW

4117 N. ARMENIA AVENUE
TAMPA, FLORIDA 33607

TELEPHONE

872-5591 (813)

FAX

872-5592 (813)

October 1, 2003

SENT VIA U. S. MAIL

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

**Re: Articles of Incorporation and Designation of Resident Agent
For the Professional Association, Suzanne E. Stokoe, P. A.**

Dear Sir or Madam:

Enclosed herewith, you will find the original and one copy of the Articles of Incorporation and Certificate Designating the Resident Agent of the aforesaid corporation. I am also enclosing my office check in the amount of \$78.75 for the following:

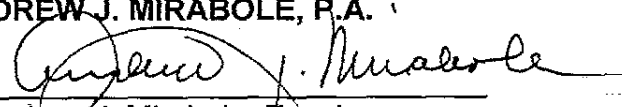
\$35.00	Filing Fees
\$ 8.75	Certified copy of Articles
<u>\$35.00</u>	Registered Agent Designation
\$78.75	

Please remit a certified copy of the Articles of Incorporation and advise me if anything else is necessary.

Sincerely,

ANDREW J. MIRABOLE, P.A.

By


Andrew J. Mirabole, Esquire

AJM/mm
Enclosures (4)

ARTICLES OF INCORPORATION
OF
SUZANNE E. STOKOE, P. A.

FILED
03 OCT -6 AM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-15-03

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and being a licensed Real Estate Broker/Associate in the State of Florida, hereby forms and establishes a professional service corporation under Chapter 621, Laws of the State of Florida.

ARTICLE I

The name of this professional service corporation shall be Suzanne E. Stokoe, P. A.

ARTICLE II
NATURE OF BUSINESS

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

To engage in every phase and aspect of the business of rendering the same professional services to the public that a Real Estate Broker/Associate duly licensed under the laws of the State of Florida is authorized to render.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, to sell real

estate investments, research real estate properties, and to own real and personal property necessary for the rendering of professional services.

To do all and 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 this corporation.

The foregoing paragraph shall be construed as enumerating both objects and purposes of this 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 purpose of this corporation otherwise permitted by law.

ARTICLE III CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share, and all of which shall have the same rights and privileges.

None of the shares of this corporation may be issued to anyone other than an individual duly licensed to act as a Real Estate Agent, Associate or Broker in the State of Florida.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 3406 Crenshaw Lake Road, Lutz, Florida, 33543, and the name of the initial registered agent of this corporation at that address is Suzanne E. Stokoe.

**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI
ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is 3406 Crenshaw Lake Road, Lutz, Florida, 33543. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII
NUMBER OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Suzanne E. Stokoe
3406 Crenshaw Lake Road
Lutz, Florida 33543

**ARTICLE VII
INCORPORATOR**

The name and post office address of the Incorporator of the Articles of Incorporation, a Real Estate Broker/Associate, who is duly licensed under the laws of the State of Florida to render services is:

Suzanne E. Stokoe
3406 Crenshaw Lake Road
Lutz, Florida 33543

**ARTICLE IX
VOTING TRUSTS**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE X
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of Stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XI CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation, in which he may be in any way interested.

ARTICLE XII REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director.

ARTICLE XIII RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a two-thirds (2/3) majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the

objects hereinabove stated, this corporation shall have all and singular the following powers:

The corporation shall have the power to enter into or become partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation and no shareholders shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power to, at its option, purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders meeting specifically called for such purpose. If any shareholder becomes legally disqualified to be licensed as a Real Estate Broker/Associate in the State of Florida, or accepts employment or becomes engaged in an outside activity that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by the other shareholders in accordance with the terms and conditions of the Buy and Sell Agreement between the shareholders then in existence.

ARTICLE XIV ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purpose and

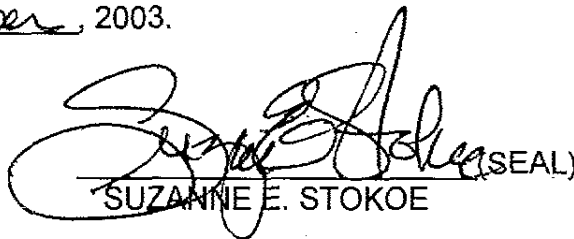
**ARTICLE IV
AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XVI

The effective date of this professional association is October 15, 2003.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of October, 2003.

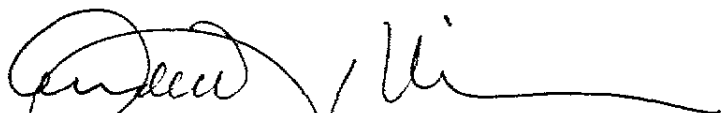

SUZANNE E. STOKOE (SEAL)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally
appeared SUZANNE E. STOKOE, who being by me duly sworn, says that
she executed the above and foregoing Articles of Incorporation for the
purposes stated therein.

WITNESS my hand and official seal this 1st day of
October, 2003.



Notary Public, State of Florida

My Commission Expires:

ANDREW J. MIRABOLE
Notary Public, State of Florida
My comm. exp. July. 23, 2004
Comm No CC956347

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, **SUZANNE E. STOKOE, P. A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at city of Lutz, County of Hillsborough, State of Florida, has named Suzanne E. Stokoe, located at 3406 Crenshaw Lake Road, Lutz, Florida 33549 (Street address and number of building, post office box not acceptable) of the town of Lutz, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Suzanne E. Stokoe

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA