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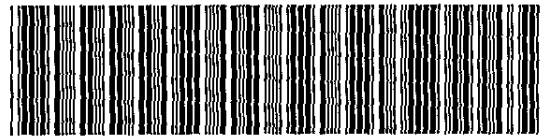
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TALLAHASSEE, FLORIDA

NP 10/11

STEVEN H. KANE*
JEFFREY M. KOLTUN**
ELISA A. CAWOOD***

*L.L.M. in Taxation
Florida Board Certified in
Wills, Estates and Trusts

**Also admitted in Ohio
and Kentucky

***Also admitted in Kentucky
and Missouri

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October 2, 2003

Secretary of State
Bureau of Corporate Records
Attention: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Denise Russo, P.A.
Effective Date: Date of Filing

Dear Sir or Madam:

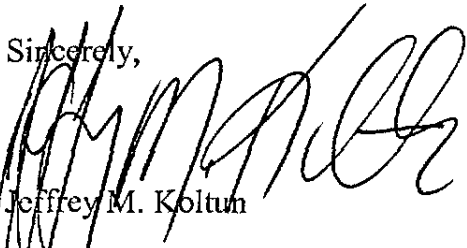
In connection with the formation of the above professional service corporation, we have enclosed the following:

1. Two signed originals of the Articles of Incorporation of Denise Russo P.A., including the Designation and Acceptance of Registered Agent.
2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

The duplicate copy of the Articles of Incorporation has been subscribed to and acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

Sincerely,


Jeffrey M. Koltun

JMK:nr
Enclosures

cc: Ms. Denise Russo

ARTICLES OF INCORPORATION

OF

DENISE RUSSO, P.A.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract and a Realtor duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation formed pursuant to these Articles of Incorporation shall be Denise Russo, P.A.

ARTICLE II - GENERAL NATURE OF BUSINESS

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

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Realtor duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice law therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act 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 or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, *Florida Statutes*, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share, which may be fractional shares.

ARTICLE IV - DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE, REGISTERED AGENT, AND CORPORATE ADDRESS

The street address of the initial registered office of the corporation is as follows:

557 North Wymore Road, Suite 100, Maitland, Florida 32751

The name of the initial registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

1743 Park Center Drive, Orlando, Florida 32835

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The name and address of the initial director and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Denise Russo	1743 Park Center Drive Orlando, Florida 32835	President/ Secretary/ Treasurer/ Director

C. Each director shall be a Realtor duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VII- INCORPORATOR

The following is the name and address of the incorporator of this corporation, who is a Realtor duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
Denise Russo	1743 Park Center Drive Orlando, Florida 32835

ARTICLE VIII - SHAREHOLDERS

Shares of the corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Realtor under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. 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 IX - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the *Florida Statutes*.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, 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.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. 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 corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XII - INDEMNIFICATION

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

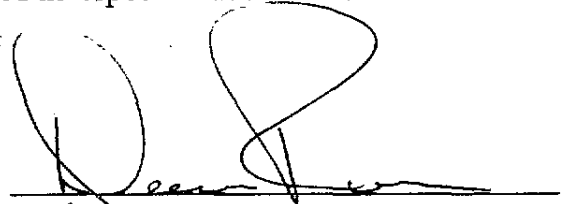
ARTICLE XIII - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

ARTICLE XIV - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 18th, 2003.



Denise Russo


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
03 OCT 10 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, *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 Denise Russo, P.A.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

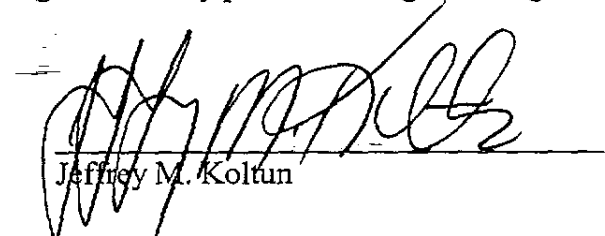
DATED September 18th, 2003.


Denise Russo

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above 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 September 30, 2003.


Jeffrey M. Koltun