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Watson & Osborne, P. A. Attorneys at Law

KEITH WATSON LEE S. OSBORNE WILLIAM J. JOOS GERARD SCHLOTH

REPLY TO: 2500 MONUMENT ROAD, SUITE 201

November 25, 2003

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

KIMBERLY SUE BENTON, P.A.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Kimberly Sue Benton, P.A. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Lee S. Osborne

vours.

LSO/cys

Enclosures

ARTICLES OF INCORPORATION

FILED

OF

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KIMBERLY SUE BENTON, P.A.

SECTIONAL OF STATE TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name, Location and Mailing Address of Principal Office

The name of the corporation is KIMBERLY SUE BENTON, P.A. The principal office and mailing address of this corporation is 4940 Blackhawk Drive, Jacksonville, Florida 32259.

ARTICLE II Purpose

This corporation is organized for the following purposes:

- 1. To engage in the practice of real estate marketing, sales, appraisals and property management as a professional real estate corporation; and
- 2. To carry on services incident to the practice of real estate sales, marketing, appraisals, and property management. The practice of real estate sales, marketing, appraisals and property management is the sole and exclusive service to be rendered by this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been duly authorized and licensed to engage in real estate sales, marketing, appraising and property management in the State of Florida.

ARTICLE III Capital Stock

This corporation is authorized to issue only one class of stock. The corporation is authorized to issue five hundred (500) shares of capital stock, of which five hundred (500) shares shall be issued to KIMBERLY SUE BENTON, each share having a par value of \$1.00.

ARTICLE IV Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4940 Blackhawk Drive, Jacksonville, Florida 32259, and the name of the initial registered agent of the corporation at that address is KIMBERLY SUE BENTON.

ARTICLE V Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	Street Address	Title
KIMBERLY SUE BENTON	4940 Blackhawk Drive Jacksonville, FL 32259	President/Secretary/Treasurer

ARTICLE VI Incorporator

The name and street address of the incorporator of this corporation are KIMBERLY SUE BENTON, 4940 Blackhawk Drive, Jacksonville, Florida 32259.

ARTICLE VII By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IX

Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

ARTICLE X

<u>Indemnification</u>

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XI

<u>Dissolution</u>

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by the unanimous vote of the stockholders then holding fifty-one percent (51%) voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

IN WITNESS WHEREOF, the incorporator has executed these Articles the _25 day of _NW(hber___, 2003.

Gently Sue Bentar AMBERLY SUE BENTON

Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL
$\bigwedge \bigwedge \bigwedge $
The foregoing instrument was acknowledged/before methis day of
MYCHURE 2003 by KIMBERLY SUE BENTON.
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Notary Public, State of Florida me
MINISTON ETO
Print Name:
My Commission Fabrics
Wily Commission Laproos #DD008101
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

KIMBERLY SUE BENTON, P.A., desiring to organize under the laws of the State of Florida as a corporation, has named KIMBERLY SUE BENTON, who maintains an office at 4940 Blackhawk Drive, Jacksonville, Florida 32259, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 25 day of Member 2003.

By: Mulle Sue Benton, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 75 day of MUNULL, 2003.

KIMBERLY SUE BENTON

TILED THE STATE