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FLORIDA PROFIT CORPORATION OR P.A.  
FSBO-R-US, INC.

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## ARTICLES OF INCORPORATION

OF

FSBO-R-US, INC.

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

### ARTICLE I - NAME

The name of the corporation shall be:

FSBO-R-US, INC.

### ARTICLE II - MANAGEMENT BY DIRECTORS

All corporate power which is not reserved to the shareholders by law or otherwise shall be exercised exclusively by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one, nor more than nine, members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors on behalf of the corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said By-Laws may be amended at any time in accordance with their provisions.

### ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders or the Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

### ARTICLE IV - INITIAL BOARD OF DIRECTORS

Until the shareholders elect directors and same have been duly qualified, the business of the corporation shall be managed by an initial one (1) member Board of Directors consisting of:

JAMES M. JANOFF

**ARTICLE V - INITIAL OFFICERS**

Until the Board of Directors elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President/Treasurer

JAMES M. JANOFF

Vice President/Secretary

NELLY JANOFF

**ARTICLE VI - DURATION**

The existence of this corporation shall be perpetual.

**ARTICLE VII - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business, including, but not limited to, any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE VIII - CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares, each of the par value of Ten Cents (\$.10) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Board of Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the Board of Directors shall determine.

**ARTICLE IX - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation shall be located at 8151 SW 203 Street, Miami, Florida 33189. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and

corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its Directors may from time to time authorize.

#### ARTICLE XI - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other powers as it may possess as a matter of law, all without limitation.

#### ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including, but not limited to, indemnification for counsel fees.

#### ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

The name and the street address of the initial registered office of this corporation are:

AUBREY G. RUDD, ESQ.  
RUDD & RUDD, LLC  
Ludlam Square Professional Building  
7901 S.W. 67<sup>th</sup> Avenue, Suite 206  
South Miami, Florida 33143

#### ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XV - INCORPORATOR

The name and mailing address of the person signing these articles of incorporation are:

JAMES M. JANOFF  
8151 SW 203 Street  
Miami, Florida 33189

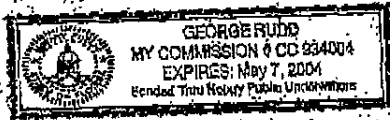
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14<sup>th</sup> day of January 2004.

*[Handwritten Signature]*  
\_\_\_\_\_  
JAMES M. JANOFF

(SEAL)

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

THIS INSTRUMENT WAS ACKNOWLEDGED BEFORE ME this 14<sup>th</sup> day of January 2004, by JAMES M. JANOFF. He is personally known to me or produced as identification and did not take an oath.



*[Handwritten Signature]*  
\_\_\_\_\_

Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for the above-named corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

*[Handwritten Signature]*  
\_\_\_\_\_  
AUBREY G. RUDD, ESQ.  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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