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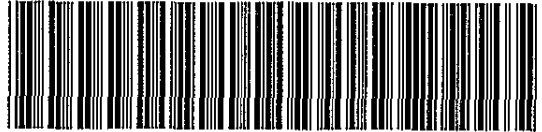
(Business Entity Name)

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04 JAN -9 PM 12:06

1-16-04

**LAW OFFICES OF RAYMOND J. SKELTON, P.A.**

3349 N. University Drive, Suite #6

Hollywood, Florida 33024

Telephone: (954) 430-9005

Telecopier: (954) 430-3010

Division of Incorporations

P.O. Box 6327

Tallahassee, Florida 32314

03/15/2003

RE: ROBERT A. GEIBEL REALTY, P.A.

People:

Enclosed are the following documents to be filed with your office:

1. Articles of Incorporation - Two Originals;
2. Forms for acceptance as Registered Agent - Two Originals;
3. Check payable to the Secretary of State for \$70.00;

*Please return the stamped articles and registered agent form to my office at the address listed above. Certified copies of the Articles are **not** required. Thank-you for your assistance.*

Very truly yours,

Ray Skelton, CPA  
Attorney at Law

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

ROBERT A. GEIBEL REALTY, P.A.

The undersigned incorporator hereby forms a professional service corporation on behalf of Robert A. Geibel, a natural person competent to contract and legally authorized and licensed to practice the profession of Realtor in the State of Florida, in accordance with the Florida Professional Service Corporation Act under Chapters 621 & 607 of Florida Statutes, as amended from time to time.

ARTICLE I. NAME & ADDRESS

The name of the corporation shall be:

ROBERT A. GEIBEL REALTY, P.A..

The address of the initial principal office of this corporation shall be 1693 S.W. 158<sup>TH</sup> Terrace, Pembroke Pines, Florida, 33027, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This professional service corporation may engage in every phase and aspect of the practice of a Florida Real Estate agent or Realtor. In addition, this corporation may engage in every phase and aspect of any other profession for which Mr. Robert A. Geibel has acquired the prescribed Florida license to practice. This corporation may not engage in any profession for which Mr. Geibel does not possess the required Florida license. In addition, this corporation may invest funds of the professional service corporation in securities, real estate, mortgages, or any other type of investment, and own or lease real and personal property necessary for the rendering of the above described professional services, and may engage in any or all other lawful activities not otherwise prohibited by the laws of the United States, the State of Florida, or any other state, territory, or nation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share. Five hundred (500) shares of stock shall initially be issued to Robert A. Geibel. None of the shares of this professional service corporation shall be issued to anyone other than an individual duly licensed to practice the profession of a Real Estate agent or Realtor in the State of Florida.

### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3349 North University Drive-Suite 6, Hollywood, Florida 33024 and the name of the initial registered agent of the corporation at that address is Raymond J. Skelton.

### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. As allowed by §607.0203 of Florida Statutes, this Corporation's existence shall commence on the date that falls exactly five business days prior to the date these articles are filed with the Florida Department of State.

### ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of the shareholders. The business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. There shall be no Directors of this corporation.

### ARTICLE VII. AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Shareholders, and any right conferred upon the shareholders is subject to this amendment.

### ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights; i.e. every shareholder shall have the right of first refusal to purchase his or her pro-rata share of any newly issued stock of the same kind, class, or series

that such shareholder currently holds at the same price that it is offered to others .

#### ARTICLE IX. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation's existence, or until their successors are appointed are:

Robert A. Geibel;  
1693 S.W. 158<sup>th</sup> Terrace  
Pembroke Pines, Florida 33027

#### ARTICLE X. SPECIAL PROVISION

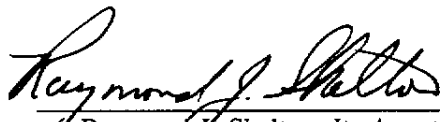
It is the intent of the Incorporator as well as the initial shareholder that the corporation's common stock will qualify as "small business stock" under Internal Revenue Code §1244, as amended from time to time, and that the shareholders shall take all actions necessary to obtain and maintain the corporation's status as an S corporation under §§1261 & 1262 of the Internal Revenue Code, as amended from time to time.

#### ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Law Offices of Raymond J. Skelton, P.A.  
3349 N. University Drive - Suite 6  
Hollywood, Florida 33027

The undersigned incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of January,  
2004 .

  
\_\_\_\_\_  
Raymond J. Skelton, Its Agent,  
Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JAN -9 PM 12:07

ACCEPTANCE OF REGISTERED AGENT

I, RAYMOND J. SKELTON,

the under signed, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of

Robert A. Geibel Realty, P.A.

do hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

By: Raymond J. Skelton

Raymond J. Skelton  
Registered Agent

3349 N. University Drive - Suite 6

Hollywood, FL 33024  
Address