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FLORIDA PROFIT CORPORATION OR P.A.

MARVIN LEE SMITH, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MARVIN LEE SMITH, P.A.

The undersigned, who is a licensed real estate sales associate in the State of Florida, and acting as incorporator of a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is MARVIN LEE SMITH, P.A.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the sale of real property as a professional corporation and to own and operate a real estate sales agency.
- b. To promote the sale of real property and to own real and personal property, enter into contracts and engage in any lawful business necessary for or related to the brokerage of real property.
- c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

THIS INSTRUMENT PREPARED BY:
Scott B. Barloga, Esq.
Fla. Bar No. 48143
Barron, Redding, Hughes, Fite,
Bassett, Fensom & Sanborn, P.A.
220 McKenzie Avenue
P.O. Box 2467
Panama City, FL 32402
(850) 785-7454

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The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to sale real estate in the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10000) shares of One Dollar (\$1.00) par value of common stock, which shall be of a single class of common stock and shall be designated "Common Shares".

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 7220 B Poinciana Drive, Panama City Beach, FL, 32408, and the name of the initial registered agent is Marvin Lee Smith, whose address is 7220 B Poinciana Drive, Panama City Beach, FL, 32408.

ARTICLE V - BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors. The number of directors may be either increased or diminished from time to time by a method of election as stated in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

Marvin Lee Smith P.O. Box 18702, Panama City Beach, FL 32417

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - CUMULATIVE VOTING RIGHTS

At each election of directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

This corporation is to exist perpetually, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least four-fifths of the outstanding

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shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

ARTICLE XI - INCORPORATOR

The name of the person signing these articles is Marvin Lee Smith, whose address is P.O. Box 18702, Panama City Beach, FL 32417.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 9th day of January, 2004.

Marvin Lee Smith
Marvin Lee Smith
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th day of January, 2004, by Marvin Lee Smith, who: (notary **must** check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.



Dolores S. Donopria

(Print Name)

Notary Public

Serial # _____


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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
 OF
 MARVIN LEE SMITH, P.A.

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

Dated this 21st day of January, 2004.


 Marvin Lee Smith
 Registered Agent

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