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CHESSER & BARR, P.A.
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Of Counsel

JEROME A. ZIVAN

March 17, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Karla Del Monaco, P.A.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation and Acceptance of Appointment As Registered Agent for the above professional service corporation.

Also enclosed is a check in the amount of \$78.75 for the filing fee, the registered agent fee, and the certified copy fee. Please file the Articles upon receipt.

If I have overlooked anything, please let me know.

Very truly yours,

Thomas Reed, Esq.
Chesser & Barr, P.A.
Old South Centre, Suite 7102
36468 Emerald Coast Parkway
Destin, Florida 32541
Telephone (850) 654-3855

TGR/

Enclosures

**Articles of Incorporation
of
Karla Del Monaco, P.A.**

The undersigned, being a natural person, competent and licensed as a realtor in the State of Florida, acting as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Florida Statutes §607, the Florida Business Corporation Act, and §621, the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I
Name, Principal Office and Mailing Address**

The name of the corporation shall be Karla Del Monaco, P.A. The principal office of the corporation shall be at 4034 Indian Trail, Destin, Florida 32541, and the mailing address of the corporation shall be the same.

**Article II
Purposes**

The general nature and purpose of the business to be transacted, promoted and carried on by the corporation is as follows:

- To engage in business as real estate salespersons.
- To engage in real estate sales only through its officers, agents and employees, who shall be real estate salespersons in good standing and duly licensed or otherwise legally authorized by the State of Florida to render the same professional services as the corporation within the State of Florida.
- To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law.
- To engage in no business other than the rendition of the professional services specified herein.
- To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**Article III
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of \$1.00 par value common stock. The consideration to be paid for each share of stock shall be in the form of lawful money, property, labor or services.

Shares of the corporation's stock and share certificates shall be issued only to real estate sales persons in good standing and duly licensed or otherwise legally authorized with the State of Florida to render the same professional services as this corporation.

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STATE OF FLORIDA
TALLAHASSEE

Article IV
Effective Date and Duration

The effective date of the corporation shall be the date these Articles are received and filed by the Secretary of State. The corporation shall exist in perpetuity until dissolved.

Article V
Registered Office and Registered Agent

The corporation's initial registered office shall be at 36468 Emerald Coast Parkway, Suite 7102, Destin, Florida 32541, the name of its initial registered agent at said address shall be Thomas Reed, Esq.

Article VI
Incorporator

The name and address of the incorporator of this corporation is Karla Del Monaco, 4034 Indian Trail, Destin, Florida 32541.

Article VII
Board of Directors

The corporation shall have a board of directors consisting of one person. The number of directors may be increased or decreased from time to time by resolution of the majority of the shareholders, but shall never be less than one. The name and address of the initial director of the corporation is Karla Del Monaco, 4034 Indian Trail, Destin, Florida 32541.

Article VIII
Informal Shareholder Action

The shareholders may take any action without a meeting if a written consent setting forth the action so taken is signed by all of the shareholders who would have been entitled to vote on the action at a meeting is filed with the secretary of the corporation as part of the corporate records.

Article IX
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his ability to continue rendering such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of the professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

Article X
Informal Director Action

- If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

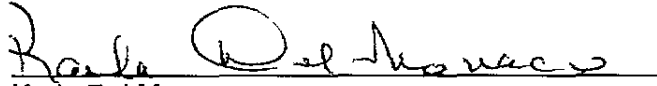
Article XI
Indemnification

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

Article XII
By-Laws

The power to adopt, alter, amend or repeal the by-laws of the corporation shall be vested in the board of directors and shareholders provided that such action is in compliance with the laws of Florida governing professional service corporations.


EXECUTED in the State of Florida on this 17 day of March, 2004, by



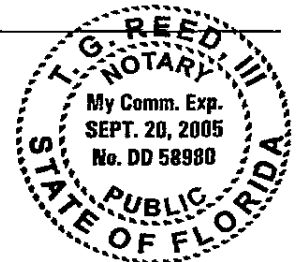
Karla Del Monaco
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

Karla Del Monaco, who is personally known to me, subscribed and acknowledged the foregoing instrument as the Articles of Incorporation of Karla Del Monaco, P.A. in my presence on March 17, 2004.



Notary Public
Name:
Commission No.:
Expiration Date:



ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

I hereby accept appointment as Registered Agent for Karla Del Monaco, P.A. I am familiar with the obligations of that position and I agree to comply with the statutes governing performance of my duties. Further, I accept the duties and obligations of §607.0505, Florida Statutes.



Thomas Reed, Esq.
Registered Agent