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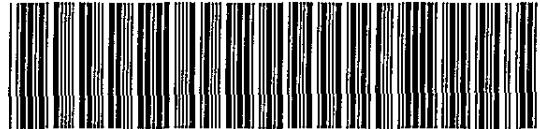
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07-29-04  
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**TULA MICHELE HAFF**  
*Attorney and Counselor at Law*

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July 26, 2004

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

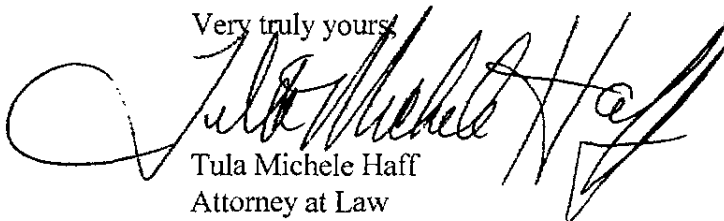
**RE: Articles of Incorporation of  
E. MICHAEL DOWNS, P.A.  
Our File No.: 12141**

Dear Secretary of State:

Attached you will find an original and one (1) copy of the Articles of Incorporation, and Designation of Registered Agent to be filed with your office. Also enclosed you will find our firm check in the amount of \$70.00 to cover the filing fee for these documents. Please file the Articles of Incorporation and return one stamped copy of the same to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenience in returning the stamped copy.

If you have any questions, please feel free to contact my office.

Very truly yours,



Tula Michele Haff  
Attorney at Law

TMH/kl  
Enclosures  
cc: E. Michael Downs, P.A.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
E. MICHAEL DOWNS, P.A.**

The undersigned, being of legal age, natural person and duly licensed to sale real estate under the laws of the State of Florida, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

**ARTICLE I – NAME**

This name of this professional corporation shall be E. MICHAEL DOWNS, P.A.

**ARTICLE II – DURATION**

The professional corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have a perpetual existence thereafter unless sooner dissolved according to law.

**ARTICLE III – PURPOSE**

The purpose of this professional corporation is to engage in any activities or business permitted under the laws of the United States and Florida, except that the Corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to sale real estate within the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this professional corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be 2202 Citrus Blvd., Haines City FL 33844 and the initial registered agent of this corporation at such office shall be E. MICHAEL DOWNS, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be 2202 Citrus Blvd., Haines City FL 33844.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) and up to ten (10) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than (10).

The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
E. MICHAEL DOWNS	2202 Citrus Blvd. Haines City FL 33844

**ARTICLE VIII – APPLICABLE LAWS**

The Corporation shall operate as a professional corporation under Chapter 607 of Florida Statutes except where the provisions of Chapter 621 of Florida Statutes shall control.

**ARTICLE IX - CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

**ARTICLE X - CORPORATE AND STOCKHOLDER DEBT**

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

**ARTICLE XI – INDEMNIFICATION**

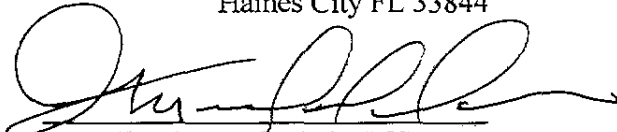
This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

**ARTICLE XII – INCORPORATOR**

The name and street address of the persons signing these Articles of Incorporation are:


Name  
E. MICHAEL DOWNS

Address  
2202 Citrus Blvd.  
Haines City FL 33844

  
E. MICHAEL DOWNS

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Articles of Incorporation of E. MICHAEL DOWNS, P.A. were signed before me this 23<sup>rd</sup> day of July 2004, by E. MICHAEL DOWNS as Incorporator, and who produce Florida Dr. License as identification.

  
Notary Public



Kathy L. Tissue  
Printed Name of Notary  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for E. MICHAEL DOWNS, P.A., at the place designated in the Articles of Incorporation, 2202 Citrus Blvd., Haines City FL 33844, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 23<sup>rd</sup> day of July 2004.

  
E. MICHAEL DOWNS