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FLORIDA PROFIT CORPORATION OR P.A.

HOWARD M. MERSETH, PA

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**ARTICLES OF INCORPORATION
OF
HOWARD M. MERSETH, PA**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

HOWARD M. MERSETH, PA

SECOND: The initial principal office and mailing address [specify both if different] of the Corporation is:

**HOWARD M. MERSETH, PA
22981 FOREST RIDGE DRIVE
ESTERO, FLORIDA 33928**

THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock and the par value of each share shall be one dollar par value (\$1.00). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

**HOWARD M. MERSETH, PA
22981 FOREST RIDGE DRIVE
ESTERO, FLORIDA 33928**

and the name and address of the Corporation's initial registered agent at such address is:

**HOWARD M. MERSETH
22981 FOREST RIDGE DRIVE
ESTERO, FLORIDA 33928**

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

**HOWARD M. MERSETH
22981 FOREST RIDGE DRIVE
ESTERO, FLORIDA 33928**

SIXTH: The name and address of the sole incorporator is:

**John Clapper, III, Esq.
Roetzel & Andress, LPA
850 Park Shore Drive, Suite 300
Naples, Florida 34103**

SEVENTH: The nature of the business of the professional association is: Real Estate and Miscellaneous Furnishing Sales.

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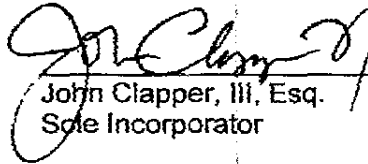
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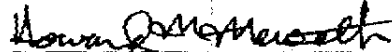
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IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 4 day of August, 2004.


John Clapper, III, Esq.
Sole Incorporator

I, **HOWARD M. MERSETH**, having been designated to act as registered agent, hereby agree to act in this capacity.


HOWARD M. MERSETH
Initial Registered Agent

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