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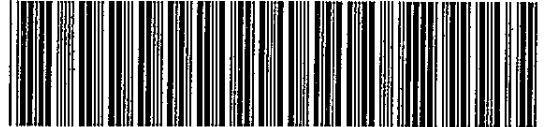
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2004 AUG 18 P 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. ROBERT DUGGAN, P.A.

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J. Robert Duggan

A Member of
Howell, Taylor & Duggan, Attorneys
A Partnership of Professional Associations

August 10, 2004

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

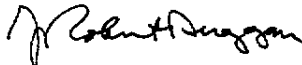
Re: **Cheryl J. Rumple, P.A.**

Dear Sir or Madam:

Please find enclosed Articles of Incorporation along with my check in the amount of \$78.75 which represents the filing fee.

Thank you for your attention to this matter.

Very truly yours,



J. Robert Duggan
Attorney at Law

JRD/kl

Enclosures

ARTICLES OF INCORPORATION
OF
CHERYL J. RUMPLE, P.A.

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2004 AUG 18 P 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned is duly licensed to practice as a real estate salesperson in the State of Florida, and is desirous of forming a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act. The undersigned hereby adopts the following Articles of Incorporation:

I. NAME

The name of the Corporation is CHERYL J. RUMPLE, P.A.

II. REGISTERED OFFICE

The principal location and address of the Corporation's initial registered office in this State is 17989 S.E. 84th Abercorn Court, The Villages, Florida 32162, Marion County. The initial registered agent at the registered office is CHERYL J. RUMPLE.

III. PURPOSE

The purpose for which the Corporation is organized shall be to engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed real estate salesperson under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida by the Florida Real Estate Commission.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds or other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the corporation, and in general, either a loan or an association with

other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

To engage in any activity of business permitted under the laws of the United States and of this State.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

IV. DURATION

The term of existence of the corporation is perpetual.

V. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice real estate within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any real estate salesman wherein the right to select the person by which the services shall be rendered is delegated to the real estate salesman. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of real estate practice.

VI. INCORPORATORS

The name and post office address of the incorporator is:

CHERYL J. RUMPLE
17989 S.E. 84th Abercorn Court
The Villages, Florida 32162

VII. DIRECTORS

The Board of Directors shall consist of one (1) member. The name and address of the first Board of Directors is:

CHERYL J. RUMPLE
17989 S.E. 84th Abercorn Court
The Villages, Florida 32162

VIII. SHARE STRUCTURE

Number and Type

8.1. The maximum number of shares that the Corporation is authorized to have outstanding is 7,500 shares.

8.2. No share of stock of this Corporation shall be issued or transferred to any person who is not a licensed real estate salesman, duly licensed to practice real estate in the State of Florida.

Restrictions on Issuance and Transfer

8.3. Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

Dividends

8.4. The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the

surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

Shareholders' Actions

8.5. To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

IX. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$1,000.00.

X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by

reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer of any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

XII. INDEMNIFICATION

Right to Indemnification

12.1. The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in

settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any manner subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

12.2. Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within thirty (30) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within thirty (30) days following the date of service of the

demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of Paragraph 12.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

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

Cheryl J. Rumble
CHERYL J. RUMPLE

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CHERYL J. RUMPLE, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of August, 2004.

J. Robert Duggan
Notary Public
J. Robert DUGGAN
Printed Name

My Commission Expires:

(SEAL)



J. Robert Duggan
MY COMMISSION # DD210794 EXPIRES
June 12, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITH THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

FILED
2004 AUG 18 P 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

That CHERYL J. RUMPLE, P. A. desiring to organize under the laws of the State
of Florida with its principal office, as indicated in the articles of incorporation at City of
The Villages, County of Marion, State of Florida, has named CHERYL J. RUMPLE
located at 17989 S.E. 84th Abercorn Court, The Villages, Florida 32162 (Street address
and number of building, Post Office Box address not acceptable), City of The Villages,
County of Marion, State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept the responsibility to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open said
office.

By: Cheryl J. Rumble
CHERYL J. RUMPLE
(Registered Agent)