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Articles

1.) *William Russell Pierce, P.A.*
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

APPROVED
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**ARTICLES OF INCORPORATION
OF
WILLIAM RUSSELL PIERCE , P.A.**

04 OCT -5 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, being duly licensed to engage in real estate sales under the laws of the State of Florida, adopts these Articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation is WILLIAM RUSSELL PIERCE , P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1127 Trotwood Blvd., Winter Springs, Florida 32708.

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the real estate sales. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date this Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

This professional service corporation will have one class of stock and is authorized to have outstanding 10,000 shares (with a par value of \$1.00 per share) at any one time.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed as a real estate sales person or broker in the State of Florida.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this professional service corporation is 1127 Trotwood Blvd., Winter Springs, Florida 32708, and the name of the initial registered agent of this professional service corporation at that address is WILLIAM RUSSELL PIERCE .

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be a Board of Directors for this professional service corporation, which shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the Directors are:

WILLIAM RUSSELL PIERCE
1127 Trotwood Blvd.
Winter Springs, Florida 32708

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

WILLIAM RUSSELL PIERCE
1127 Trotwood Blvd.
Winter Springs, Florida 32708

The original incorporator of this professional service corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this professional service corporation to the transferees or assignees; and in such event, all current Directors shall thereupon expire and a new election shall be called and held by the transferees for the election of new Directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

ARTICLE IX – AMENDMENT

The professional service corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

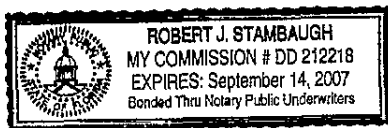
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4th day of October, 2004.


WILLIAM RUSSELL PIERCE

STATE OF FLORIDA
COUNTY OF POLK

The foregoing was acknowledged before me by WILLIAM RUSSELL PIERCE, who is personally known to me, or who produced Florida Drivers license, as identification, this 4th day of October, 2004.


NOTARY PUBLIC-STATE OF FLORIDA



APPROVED
AND
FILED

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

04 OCT -5 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Chapter 607.0505, Florida Statutes, the following is submitted in compliance with said Act:

WILLIAM RUSSELL PIERCE , P. A. desiring to organize under the laws of the State of Florida, with its principal office in the City of Winter Springs, and State of Florida, has named WILLIAM RUSSELL PIERCE , 1127 Trotwood Blvd. Winter Springs, Florida 32708, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

Dated: October 4, 2004.


WILLIAM RUSSELL PIERCE