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FLORIDA PROFIT CORPORATION OR P.A.

philip j. vimini, p.a.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 13, 2004

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SUBJECT: PHILIP J, VIMINI, P.A.
REF: W04000037750

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PHILIP J. VIMINI, P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to sell real estate 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 PHILIP J. VIMINI, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

1569 N.W. 121 Drive
Coral Springs, Florida 33071

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of real estate sales and related services. 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 of these Articles of Incorporation are filed with the Florida Department of State.

Lawrence M. Kupfer, Esq.
Florida Bar No. 142785
Kupfer, Kupfer & Skolnick, P. A.
1700 University Drive, Coral Springs, Florida 33071
(954) 755-3600

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ARTICLE V -- CAPITAL STOCK

The capital stock of the professional service corporation shall be one thousand (1,000) shares of common stock having a par value of \$.01 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to sell real estate in the State of Florida.

ARTICLE VI -- REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1569 N.W. 121 Drive, Coral Springs, Florida 33071. The name of the initial registered agent at that address is PHILIP J. VIMINI.

ARTICLE VII -- BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

Philip J. Vimini
1569 N.W. 121 Drive
Coral Springs, Florida 33071

ARTICLE VIII -- SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Philip J. Vimini
1569 N.W. 121 Drive
Coral Springs, Florida 33071

ARTICLE IX -- RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders.

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of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to sell real estate in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X -- AMENDMENT

The 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 undersigned subscriber executed these Articles of Incorporation on the 1st day of October, 2004.


PHILIP J. VIMINI, Incorporator

ACKNOWLEDGMENT:

Having been named initial registered agent for the above-stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.


PHILIP J. VIMINI, Registered Agent

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Prepared By:
Lawrence M. Kupfer, Esq.
Kupfer, Kupfer & Skolnick, P.A.
1700 University Dr., #110
Coral Springs, FL 33071

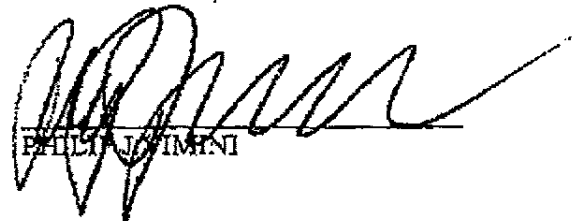
AFFIDAVIT

STATE OF FLORIDA)
SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared PHILIP J. VIMINI, who after being duly cautioned and sworn deposed and stated:

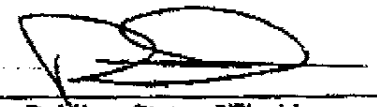
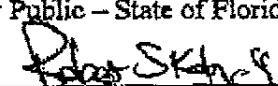
1. Affiant is the President of Philip J. Vimini, Inc., a Florida corporation, bearing Document #P9000016773.
2. Articles of Dissolution dissolving Philip J. Vimini, Inc., a Florida corporation, were filed on October 12, 2004.
3. Affiant states that it is his intention that at no time in the future will the corporation known as Philip J. Vimini, Inc. be reinstated.
4. Affiant has submitted a new corporation under the name of Philip J. Vimini, P.A. to be filed with the Secretary of State, and he is executing this Affidavit for the purpose of clarifying that the corporation known as Philip J. Vimini, Inc. will remain dissolved.

FURTHER AFFIANT SAYETH NAUGHT.


PHILIP J. VIMINI

SWORN TO AND SUBSCRIBED before me by PHILIP J. VIMINI, who is personally known to me or who provided a Driver's License as identification this 18th day of October, 2004.




Notary Public - State of Florida

Notary Public - Print Name

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