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12-20-04

LAW OFFICES
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TEL. 305-534-8301
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December 17, 2004

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

Re: MARTHA RUFFIN, P.A.


Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of a professional corporation, MARTHA RUFFIN, P.A., together with a check in the amount of \$103.75 for the following:

Filing Fee	\$ 70.00
Certified copy	8.75
Designation of Registered Agent	25.00
Total	<u>\$103.75</u>

Thank you for your attention to this matter.

Very truly yours,


Harry Tempkins
HT/jm
Enclosures

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

(F.S. Chapter 621)

The undersigned natural person, competent and licensed to practice **as Real Estate Broker** in the State of Florida, acting hereby as incorporator for the purpose of forming a professional Service Corporation for profit under the provisions of section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of incorporation:

I

Name of Corporation

The name of this corporation shall be Martha Ruffin, P.A

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. to engage in every aspect in the practice of a real estate broker, and all its fields of specializations,, as are engaged in by real estate brokers.

b. To engage in and render the professional services involved only through its officers, agents and employees who shall be real estate broker in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

c. To invest its funds in real estate, mortgage, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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CLERK OF DISTRICT
JAIL MIAMI, FLORIDA

III

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One thousand shares of common stock at Fifty Cents \$ 0.50 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to Real Estate Broker in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered office is 9700 Biscayne Blvd. Miami, Florida 33138 and the name of its initial registered agent at said address is Martha Ruffin.

VI

Incorporation

The name and address of the incorporator is as follows: Martha Ruffin, 9700 Biscayne Blvd. Miami, Florida 33138.

VII

Board of Directors

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one.

The names and addresses of the initial Directors of this corporation are: Martha Ruffin, 9700 Biscayne Blvd. Miami, Florida 33138

VIII

Informal Shareholder Action

Any action of the shareholder may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

Severance and Termination of Employment

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share directly or indirectly, in any earnings of profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of Directors.

XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a professional service Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
This 17th day of DECEMBER, 2004.



STATE OF FLORIDA
COUNTY OF Miami Dade

BEFORE ME, the undersigned authority, personally appeared

Martha Ruffin

To me well known to be the person described in and who executed and subscribed the foregoing acknowledged before me that executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal this 17 day of
December, 2004



NOTARY PUBLIC, State of Florida

My Commission Expires:



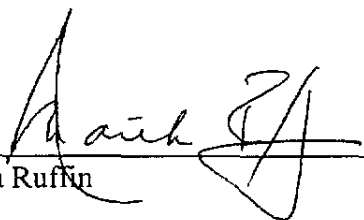
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF CHAPTER 621, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL ASSOCIATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the professional association is: Martha Ruffin, P.A.
2. The name and address of the registered agent and office is:

MARTHA RUFFIN
9700 BISCAYNE BLVD.
MIAMI, FLORIDA 33138.

Having been named as registered agent and to accept service of process for the above stated Professional Association at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Martha Ruffin

12-17-04
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA