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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEDIATION AND LAW OFFICES OF
JAYNE M. LAMBERT, P.A.

JAYNE M. LAMBERT
Attorney at Law
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Certified Federal Civil Mediator

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January 4, 2005

VIA FedEx Standard Overnight

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Robert D. Mitulinsky, P.A.
My File No. 04-032

Dear Sirs/Madams:

The following are enclosed:

- The original and one copy of the Articles of Incorporation of Robert D. Mitulinsky, P.A., with an Acceptance of Service as Registered Agent
- My firm's check number 1012, in the amount of \$78.75, payable to Florida Department of State

Please file these Articles of Incorporation and Acceptance of Service as Registered Agent, **effective as of January 1, 2005**, and return to me a **Certificate of Status** verifying the corporate existence of Robert D. Mitulinsky, P.A., along with the enclosed copy of the Articles of Incorporation and Acceptance of Service as Registered Agent date stamped as filed.

Thank you for your attention to this matter. If you have any questions or need anything further, please contact me.

Sincerely,



Jayne M. Lambert

JML/
Enclosures
cc: Robert D. Mitulinsky, P.A.

APPROVED
AND
FILED

05 JAN -5 PM 2: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROBERT D. MITULINSKY, P.A.

The undersigned incorporator, being duly licensed as a real estate sales associate under the laws of the State of Florida, hereby executes these Articles of Incorporation to form a professional corporation for profit under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida.

ARTICLE 1

Name

The name of this professional corporation (hereinafter "this Corporation") shall be:

ROBERT D. MITULINSKY, P.A.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this Corporation shall be:

9820 Brownstone Dr.
Tampa, FL 33612

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. None of the authorized shares of this Corporation may be issued to anyone other than an individual duly licensed as a real estate sales associate or a real estate broker in the State of Florida. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or

services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 9820 Brownstone Dr., Tampa, FL 33612, and the initial registered agent of this Corporation at such office shall be Robert D. Mitulinsky. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this Corporation shall consist of a number of directors to be fixed from time to time by the stockholders or by or pursuant to the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this Corporation shall consist of one member, such member to hold office until his successor or successors have been duly elected and qualified. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Robert D. Mitulinsky	9820 Brownstone Dr. Tampa, FL 33612

ARTICLE 7

Incorporators

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert D. Mitulinsky	9820 Brownstone Dr. Tampa, FL 33612

ARTICLE 8

Purposes and Duration

This Corporation is formed to engage in every aspect of providing professional real estate services. The professional services involved may be rendered only through this Corporation's officers, agents and employees who are duly licensed or otherwise legally authorized to provide professional real estate services in the State of Florida. This Corporation may also invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of such professional services. This Corporation may also, in general, have and exercise all powers conferred by the laws of the State of Florida upon professional corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

This Corporation shall have perpetual existence, commencing on the effective date set forth below.

ARTICLE 9

Effective Date

The effective date of this Corporation shall be January 1, 2005.

ARTICLE 10

By-Laws

The power to adopt the by-laws of this Corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this Corporation.

ARTICLE 11

Amendment of Articles of Incorporation

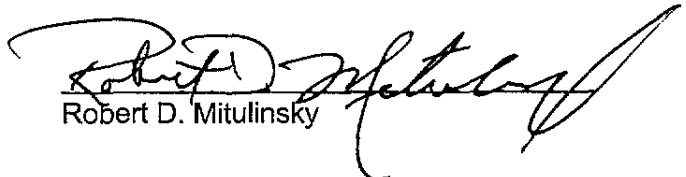
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 12

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


Robert D. Mitulinsky

APPROVED
AND
FILED

05 JAN -5 PM 2:07

ROBERT D. MITULINSKY, P.A.

SECRETARY OF STATE
ALLAHASSEE, FLORIDA

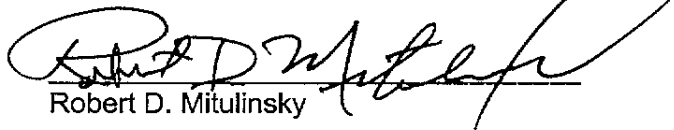
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Robert D. Mitulinsky, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 3rd day of ~~December~~, 2004.

RDM

JANUARY, 2005


Robert D. Mitulinsky