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MCNAMARA LAW FIRM, P.A.
Attorneys at Law

Terrance P. McNamara, Esq.
Laurie Hammers McNamara, Esq.

VIA OVERNIGHT DELIVERY

January 27, 2005

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Diana M. Sames, P.A.

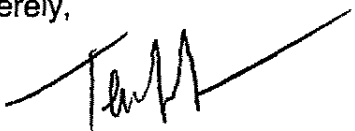
Dear Department of State:

Attached please find Articles of Incorporation (in duplicate) for the above mentioned entity.

Please file the same and return copies to my attention. A check in the amount of \$70.00 is enclosed.

Thank you.

Sincerely,



Terrance P. McNamara, Esq.

TPM/bm

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TALLAHASSEE, FL 32399

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL ASSOCIATION
OF
DIANA M. SAMES, P.A.**

ARTICLE I

Name

- 1.1 The name of the corporation is Diana M. Sames, P.A.

ARTICLE II

Duration

- 2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

- 3.1 This corporation is organized for the following purposes:
- a. To engage in the practice of real estate sales as a professional real estate broker corporation and to carry on services incident thereto. The practice of real estate sales is the sole and exclusive professional service to be rendered by this corporation.
 - b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
 - c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been licensed as a real estate broker in the state of Florida.
 - d. No capital stock of this professional corporation shall be issued to anyone other than and individual who is duly

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CLERK OF STATE
TALLAHASSEE, FLORIDA

licensed or otherwise legally authorized as a real estate broker.

ARTICLE IV

Capital Stock

- 4.1 This corporation is authorized to issue one thousand (1000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

ARTICLE V

Preemptive Rights

- 5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

- 6.1 The street address of the initial principal and registered office of this corporation is Wachovia Bank Building, 2nd Floor, 400 Corey Avenue, St. Pete Beach, FL 33706, and the name of the initial registered agent of this corporation is Terrance P. McNamara, Esq.

ARTICLE VII

Initial Board of Directors

- 7.1 This corporation shall have one (1) director initially.
- 7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
- 7.3 The name and address of the initial director of this corporation is:

Diana M. Sames
167 44th Avenue
St. Pete Beach, FL 33706

ARTICLE VIII

Incorporator

- 8.1 The name and address of the Incorporator and person signing these Articles is:

Terrance P. McNamara, Esq.
Wachovia Bank Building, 2nd Floor
400 Corey Avenue
St. Pete Beach, FL 33706

ARTICLE IX

Officers

- 9.1 The name and address of the initial officers of this corporation are:

President: Diana M. Sames
167 44th Avenue
St. Pete Beach, FL 33706

Vice-President: Diana M. Sames
167 44th Avenue
St. Pete Beach, FL 33706

Secretary: Diana M. Sames
167 44th Avenue
St. Pete Beach, FL 33706

Treasurer: Diana M. Sames
167 44th Avenue
St. Pete Beach, FL 33706

ARTICLE X

Indemnification

- 10.1 The corporation shall indemnify its officers, directors, incorporators and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

Amendment

- 11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

Severance and Termination of Employment

- 12.1 If any officer, director, stockholder, 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 or 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.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator
has executed these Articles of Incorporation on this 27th day of
JANUARY, 2005.



Terrance P. McNamara, Esq.,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

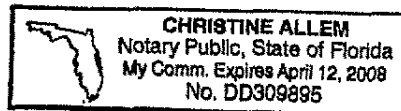
BEFORE ME, the undersigned authority, personally appeared
Terrance P. McNamara, Esq., well known to me to be the person
described above, and he acknowledged to me that he executed the same
for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 27th day of
January, 2005.



NOTARY PUBLIC

My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for Diana M. Sames, P.A. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.



Terrance P. McNamara, Esq.

STATE OF FLORIDA
COUNTY OF PINELLAS

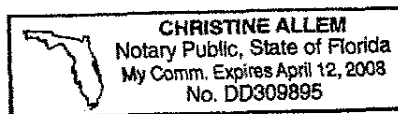
BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 27th day of
January, 2005.



NOTARY PUBLIC

My Commission Expires:



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FALL COUNTY, TEXAS