

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Richard Francis Deming, P.A.

Certificate of Status	1
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
RICHARD FRANCIS DEMING, P.A.**

The undersigned, being licensed and authorized to rend professional services in the area of real estate sales by and within the State of Florida and acting as incorporator of a corporation under the Professional Service Corporation Act (Chapter 621, Florida Statutcs), adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is Richard Francis Deming, P.A.

**ARTICLE II. PRINCIPAL OFFICE OR MAILING
ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is: 8379 se 174TH Clifton Place, The Villages, Florida 32162.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five thousand (5,000) shares of common stock all of one class, having a nominal or par value of ONE DOLLAR (\$1.00) per share.

None of the shares of the professional services corporation may be issued to anyone other than an individual duly licensed to sell real estate in the State of Florida, or to a professional limited liability company authorized to sell real estate in the State of Florida.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 8379 se 174TH Clifton Place, The Villages, Florida 32162.. The name of the initial registered agent of this corporation at that address is Richard Francis Deming.

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ARTICLE V. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Richard Francis Deming, 8379 se 174TH Clifton Place, The Villages, Florida 32162.

ARTICLE VI. PURPOSE

The purpose for which this corporation is formed is to engage in every aspect of the practice of 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 VII. INDEMNIFICATION

The corporation shall indemnify any person to the full extent permitted by law.

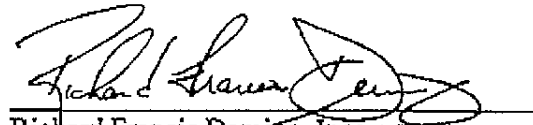
ARTICLE VII. RESTRAINT ON ALIENATION OF SHARES

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 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

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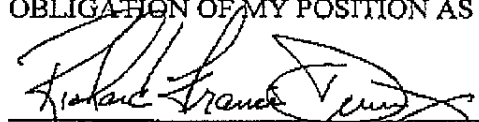
purpose. If any shareholder becomes legally disqualified to practice real estate sales in the State of Florida or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of February, 2005.


Richard Francis Deming, Incorporator

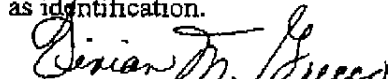
ACCEPTANCE BY REGISTERED AGENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Richard Francis Deming

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 3rd day of February, 2005, by Richard Francis Deming, Incorporator, who is personally known to me or ✓ produced FL Drivers License as identification.


NOTARY PUBLIC-STATE OF FLORIDA
(Signature of Notary)

[SEAL]



VIVIAN M. GRECCO
MY COMMISSION # DD 196834
EXPIRES: June 30, 2007
Bonded Thru: Notary Services

VIVIAN M. GRECCO
Typed name of Notary)

(Commission Number)

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