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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**marshall brothers holdings, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION

OF

MARSHALL BROTHERS HOLDINGS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Marshall Brothers Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2101 Corporate Blvd. NW, Suite 317  
Boca Raton, FL 33431

ARTICLE III CAPITAL STOCK

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

100 shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Joel I. Levy, CPA, MST, PFS  
c/o Levy & Associates, P.A.  
2101 Corporate Blvd. NW, Suite 317  
Boca Raton, FL 33431

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**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

William C. Marshall III  
2101 Corporate Blvd. NW, Suite 317  
Boca Raton, FL 33431

J.P. Marshall  
2101 Corporate Blvd. NW, Suite 317  
Boca Raton, FL 33431

**ARTICLE VI DIRECTOR(S)**

William C. Marshall III

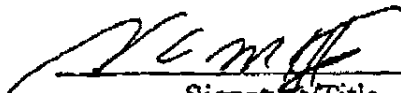
J.P. Marshall

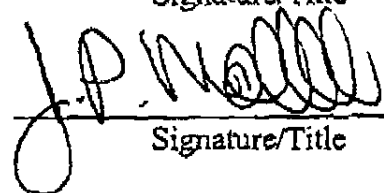
**ARTICLE VII NATURE OF BUSINESS**

The nature of the business of the Company is real estate sales and services, or other such related activities which are legal in the State of Florida.

The undersigned has(have) executed these Articles of Incorporation

this 18 day of February, 2005.

  
\_\_\_\_\_  
Signature/Title

  
\_\_\_\_\_  
Signature/Title

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Marshall Brothers Holdings, Inc.

2. The name and registered agent and office is:

Joel I. Levy, CPA, MST, PFS  
(Name)

c/o Levy & Associates  
2101 Corporate Blvd. NW, Suite 317  
(P.O. Box NOT acceptable)

Boca Raton, FL 33431  
(City/State/Zip)

Signature 

Title Director

Date 2/18/05

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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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature 

Date 2/18/05

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