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05 MAR 31 PM 2:41
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Tampa APR 05 2005

*ANDREW CHARLES COCHRANE, P.A.
4401 Bay Beach Lane, #852
Fort Myers Beach, Florida 33931*

(239)297-3500

March 25, 2005

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

Dear Sir or Madam:

As Incorporator of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

Enclosed are the following papers, together with my check:

- a. Original and one copy of Certificate of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent;
- c. Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate
\$52.50 for certified copy
\$35.00 for Registered Agent Designation

Please return the certified copy as soon as possible.

Very truly yours,



Andrew Charles Cochrane
Incorporator
Andrew Charles Cochrane, P.A.

enclosure

ARTICLES OF INCORPORATION

OF

ANDREW CHARLES COCHRANE, P.A.

05 MAR 31 PM 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATION NAME

The name of the corporation is:

ANDREW CHARLES COCHRANE, P.A.

The mailing address of the corporation is:

4401 Bay Beach Lane, #852
Fort Myers Beach, Florida 33931

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in the sale and listing of real estate as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1.00 (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Andrew Charles Cochrane
4401 Bay Beach Lane, #852
Fort Myers Beach, Florida 33931

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The names of the initial director of this Corporation and their street address:

Andrew Charles Cochrane
4401 Bay Beach Lane, #852
Fort Myers Beach , Florida 33931

The person named as the initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the INCORPORATOR is:


Andrew Charles Cochrane
4401 Bay Beach Lane, #852
Fort Myers Beach, Florida 33931

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

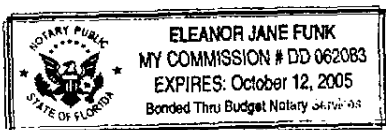
IN WITNESS WHEREOF, the undersigned, as INCORPORATOR, has executed the foregoing Articles of Incorporation on this 26th day of March, 2005.


Andrew Charles Cochrane
Incorporator

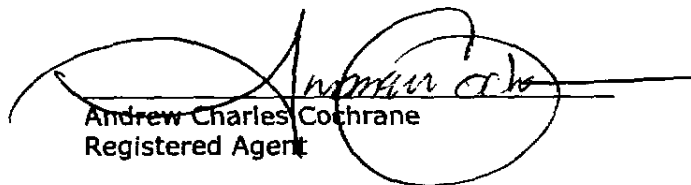
BEFORE ME, a Notary Public, personally appeared Andrew Charles Cochrane, to me known to be the person or has shown FL Drivers License as identification described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 26th day of March, 2005. 

My commission expires:


Notary Public



I hereby am familiar with and accept the duties and responsibilities as Registered Agent for Andrew Charles Cochrane, P.A.

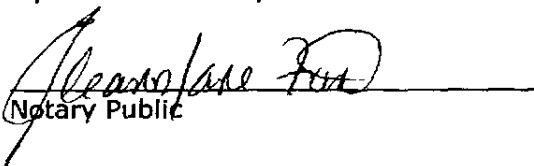

Andrew Charles Cochrane
Registered Agent

BEFORE ME, a Notary Public, personally appeared Andrew Charles Cochrane, to me known to be the person or has shown FL Drivers Lic as identification and described as Registered Agent and who executed the foregoing instrument and he acknowledged before me that he executed the same.

FI. 

WITNESS, my hand and official seal this 26th day of March, 2005.

My Commission Expires:


Notary Public



ANDREW CHARLES COCHRANE, P.A.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

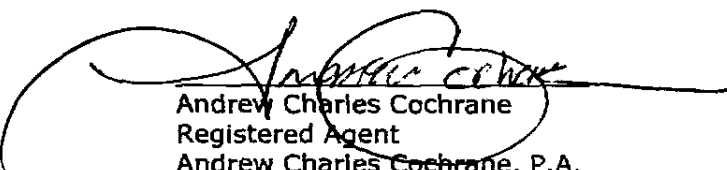
First: That Andrew Charles Cochrane, P.A., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4401 Bay Beach Lane, #852, Fort Myers Beach, Florida 33931, has named Andrew Charles Cochrane, whose address is 4401 Bay Beach Lane, #852, Fort Myers Beach Florida 33931, as its agent to accept service of process within Florida.



Andrew Charles Cochrane

3-26-05
Date

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Andrew Charles Cochrane
Registered Agent
Andrew Charles Cochrane, P.A.

3-26-05
Date