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To:

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Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

andrew smoak, p.a.

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ARTICLES OF INCORPORATION  
OF  
ANDREW SMOAK, P.A.

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ARTICLE I - CORPORATION NAME  
The name of this corporation is:

ANDREW SMOAK, P.A.

ARTICLE II - MAILING ADDRESS OF CORPORATION

2453 S. BAYSHORE DRIVE  
COCONUT GROVE, FL 33133

ARTICLE III - NATURE OF CORPORATE BUSINESS

This Corporation, through its officers and employees, shall be authorized to engage as a Realtor, within the State of Florida; to engage in any and all of the activities normally associated with the practices of Real Estate, through its officers and employees.

ARTICLE IV - CAPITOL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of \$ 1.00 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the Laws of the State of Florida.

ARTICLE V - COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on the date these articles of Incorporation are filed with the Florida Secretary of State. This Corporation shall have perpetual existence.

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**ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

ANDREW SMOAK  
2453 S. BAYSHORE DRIVE  
COCONUT GROVE, FL 33133

**ARTICLE VII - BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than (1). The initial director will be

ANDREW SMOAK  
2453 S. BAYSHORE DRIVE  
COCONUT GROVE, FL 33133

**ARTICLE VIII - INCORPORATOR**

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

ANDREW SMOAK  
2453 S. BAYSHORE DRIVE  
COCONUT GROVE, FL 33133

**ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

**ARTICLE X - INDEMNIFICATION**

Except as may otherwise be provided in the By-Laws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by Law either now or hereafter in effect.

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**ARTICLE XI - INCORPORATION OF PROVISIONS OF CORPORATION ACT**


This corporation is intended to be a Professional Corporation within the meaning of the Professional Services Corporation Act, and accordingly, the Corporation, its officers, directors and stockholders, shall be subject to all of the Sections of said Act concerning the information of the corporation, the conduct of it's business, and the liabilities, rights, privileges and immunities of the Corporation, its officers, directors and stockholders, as stated in Chapter 621, Florida Statutes.

  
Andrew Smoak  
Incorporator and Registered Agent

**ACCEPTANCE OF REGISTERED AGENT**

Having been designated registered agent for Andrew Smoak, P.A., a corporation to be organized under the Laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

In witness whereof, the undersigned has executed this acceptance this 8 day of June, 2005.

  
Andrew Smoak

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