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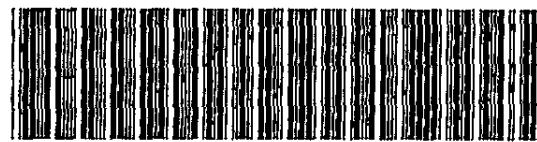
(Business Entity Name)

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09/06/05--01030--010 \*\*78.75

FILED  
05 OCT -4 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/4/05 64K  
WAS-41999

**JOHN L. KORTHALS**  
*Attorney at Law*

1401 East Atlantic Blvd.  
Pompano Beach, FL 33060

(954) 783-2999  
FAX (954) 783-9832  
korthalslaw@bellsouth.net

August 29, 2005

Secretary of State  
Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

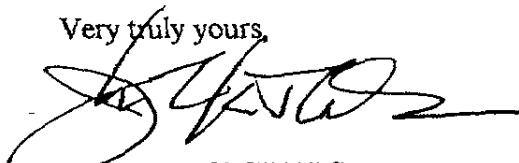
Re: **RACHEL KORTHALS, P.A.**

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation for **RACHEL KORTHALS, P.A.**, together with our Check No. 4380 in the amount of \$78.75, to cover the cost of the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
	\$ 78.75

Please return the Certified Copy to this office at your earliest possible convenience. Thank you for your cooperation.

Very truly yours,  
  
JOHN L. KORTHALS

JLK/  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

September 9, 2005

JOHN L. KORTHALS  
1401 E. ATLANTIC BLVD  
POMPANO BEACH, FL 33060

SUBJECT: RACHEL KORTHALS, P.A.  
Ref. Number: W05000041999

We have received your document for RACHEL KORTHALS, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6840.

Bruce W Kitchens  
Document Specialist  
New Filings Section

Letter Number: 805A00056043

RECEIVED  
05 OCT -4 AM 11:53  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
REGISTRATION SECTION

**ARTICLES OF INCORPORATION** FILED

05 OCT -4 PM 12:43

**O F**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RACHEL KORTHALS, P.A.**

Article 1 - Name

The name of this corporation is **RACHEL KORTHALS, P.A.**

Article 2 - Duration

This corporation shall exist perpetually.

Article 3 - Purpose

This Professional Corporation is organized for the specific purpose of rendering professional services as a licensed real estate agent or broker and as permitted under the laws of the State of Florida.

Article 4 - Capital Stock

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) Dollar par value common stock.

Article 5 - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 231 Northeast 16<sup>th</sup> Street, Delray Beach, Florida 33444. The initial Registered Agent of this corporation is **RACHEL KORTHALS**, whose street address is 231 Northeast 16<sup>th</sup> Street, Delray Beach, Florida 33444.

Article 6 - Initial Board of Directors

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than One (1). The name and address of the initial director of this corporation is:

**RACHEL KORTHALS, 231 Northeast 16<sup>th</sup> Street, Delray Beach, Florida 33444**

### Article 7 - Incorporator

The name and address of the person signing these articles is:

RACHEL KORTHALS, 231 Northeast 16<sup>th</sup> Street, Delray Beach, Florida 33444

### Article 8 - Voting Rights

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

### Article 9 - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

### Article 10 - Alienation of Shares

No shareholder of this corporation may sell or transfer her or his shares in this corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of this corporation.

### Article 11 - Shareholder Quorum and Voting

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

### Article 12 - Powers

The corporation shall have all the powers enumerated in the Florida General Corporation Act (Florida Statutes Chapter 607), and the Professional Services Corporation and Limited Liability Corporation Act (Florida Statutes Chapter 621).

### Article 13 - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

#### Article 14 - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

### Article 15 - Amendment

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

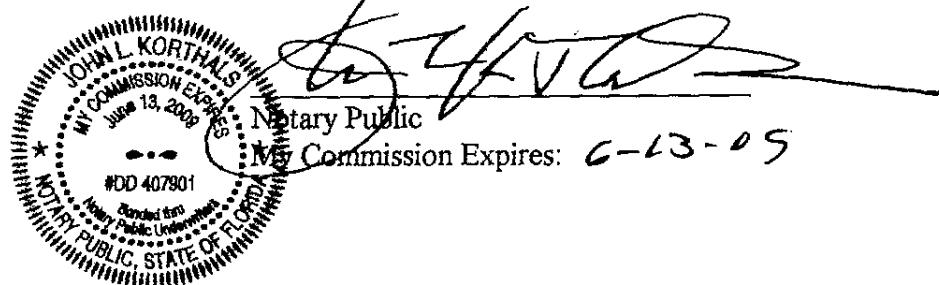
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of August, 2005.

Rachel Korthals  
RACHEL KORTHALS

STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **RACHEL KORTHALS**, known to and by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 31<sup>st</sup> day of August, 2005.



**CERTIFICATE DESIGNATING PLACE OF FILED  
BUSINESS OR DOMICILE FOR THE SERVICE OCT-1-2005 PM 12:43  
OF PROCESS WITHIN THIS STATE NAMING THE REGISTERED SHERIFF  
AGENT UPON WHOM PROCESS MAY BE SERVED SHERIFF OF STATE  
AND ACCEPTANCE BY REGISTERED AGENT TALLAHASSEE, FLORIDA**

**RACHEL KORTHALS, P.A.**, desiring to organize under the laws of the State of Florida, being in the County of Palm Beach, at **231 NE 16<sup>th</sup> Street, Delray Beach, FL 33444**, has named **RACHEL KORTHALS**, located at that same address, as its **Initial Registered Agent** to accept service of process within this State.

**ACKNOWLEDGMENT AND ACCEPTANCE:**

Having been named to accept service of process for the above stated corporation as the corporation's Initial Registered Agent, at the initial registered office of the Corporation in this State, as set forth above, **I hereby accept the duties and responsibilities as Registered Agent**, and agree to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping the registered office of the corporation open at all required times, and to post therein a sign designating the name of the corporation, **RACHEL KORTHALS, P.A.**, and my name, **RACHEL KORTHALS**, as its Registered Agent.

DATED this 23 day of September, 2005.

*Rachel Korthals*  
**RACHEL KORTHALS, Registered Agent**