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Account Name : BAKER & HOSTETLER LLP
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2006 MAR 21 A 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Ashby, Hintze & Associates Real Estate, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
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Electronic Filing Menu

Corporate Filing Menu

Help

3-22-06

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**ARTICLES OF INCORPORATION
OF
ASHBY, HINTZE & ASSOCIATES REAL ESTATE, INC.**

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2006 MAR 23 A 11:53
(continue)
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is Ashby, Hintze & Associates Real Estate, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The street address of the principal office of the Corporation is 502 NE 8th Avenue, Gainesville, FL 32601.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 502 NE 8th Avenue, Gainesville, Florida 32601. The name of the registered agent at such address is Alton G. Ashby.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the sole and specific purpose of the Corporation are to render real estate brokerage services and any lawful act or activity allowed under and in accordance with the Florida Statutes.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted under and in accordance with the Florida Statutes.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Alton G. Ashby	502 NE 8 th Avenue Gainesville, FL 32601

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, after, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED this 20th day of March, 2006.


Alton G. Ashby, Incorporator


REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That ASHBY, HINTZE & ASSOCIATES REAL ESTATE, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida, has named Alton G. Ashby, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.


Alton G. Ashby

DATED: March 20, 2006.

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