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(Business Entity Name)

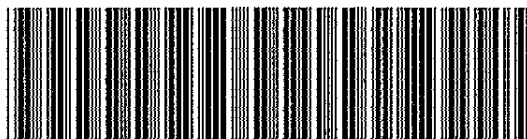
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DIVISION OF CORPORATIONS
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J. BRYAN APR 26 2006

PEDRICK CURTIS & ASSOCIATES, INC.

200 9th Street, Suite 1
Orlando, Florida 32833
321-287-3305

April 6, 2006

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: Conversion to, BREWA M. KENNEDY, P.A.

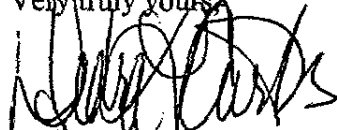
Gentlemen:

Enclosed please find the following for filing with the Florida Department of State, Division of Corporations:

1. Certificate of Conversion
2. Articles of Incorporation
3. Check # 108 in the amount of \$105.00 for the filing fee.

Please file the certificate and articles; returning the enclosed photocopies with the date of filing stamped thereon. Should you have any questions, please do not hesitate to contact me at 321-287-3305 or via e-mail at dedracurtis@yahoo.com. Thank you for your assistance with this matter.

Very truly yours,



Dedra L. Curtis, BA, BS
Executive Paralegal

DLC/hs
Enclosures: As stated

CERTIFICATE OF CONVERSION

for

BREWA M. KENNEDY, LLC ("Other Business Entity")

Into

BREWA M. KENNEDY, P.A. (Florida Profit Corporation)

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This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with Section 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: BREWA M. KENNEDY, LLC.

2. The "Other Business Entity" is a: Limited Liability Company, first organized, formed or incorporated under the laws of the State of Florida on September 15, 2004, under document number L04000067724.

3. Jurisdiction of the "Other Business Entity" remains the same and unchanged for which it is now organized, formed or incorporated.

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: BREWA M. KENNEDY, P.A.

5. This shall be effective on the date of filing with the Secretary of State.

DATED this 6 day of ~~March~~ ^{April}, 2006.

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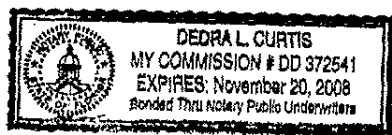
BY: Brewa M. Kennedy
BREWA M. KENNEDY
Manager/Member

STATE OF FLORIDA,
COUNTY OF ORANGE,

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BREWA M. KENNEDY, who is personally known to me or who presented a driver's license as identification, known to me and known by me to be the person who executed and acknowledges the foregoing Certificate of Conversion.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 6 day of ~~March~~ ^{April}, 2006.

Dedra L. Curtis
DEDRA L. CURTIS
NOTARY PUBLIC
MY COMMISSION EXPIRES:



ARTICLES OF INCORPORATION
FOR PROFESSIONAL SERVICE CORPORATION
OF
BREWA M. KENNEDY, P.A.

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The undersigned natural person, competent and licensed to practice Real Estate in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Florida Statute 607, Florida Business Corporation Act, and Florida Statute 621, Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is **BREWA M. KENNEDY, P.A.**

ARTICLE II

PURPOSE

The general nature and purposes of business to be transacted promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of Real Estate, and all its fields of specializations, as are engaged in by Realtors.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

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c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at ZERO DOLLAR (\$0.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to Realtors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

The corporation shall have perpetual existence.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The address of this corporation's initial principal office is 11214 Bugenhagen Drive, Orlando, Florida 32832 and the name of the initial registered agent of this corporation is BREWA M. KENNEDY, whose address is 11214 Bugenhagen Drive, Orlando, Florida 32832.

ARTICLE VI

INCORPORATORS

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

NAME:	ADDRESS:
BREWA M. KENNEDY	11214 Bugenhagen Drive, Orlando, Florida 32832

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) director. The number of Directors may be increased or decreased from time to time by resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial director of this corporation is:

NAME:	ADDRESS:
BREWA M. KENNEDY	11214 Bugenhagen Drive, Orlando, Florida 32832

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ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

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ARTICLE X
INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI
LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

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ARTICLE XII

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE XIII

AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation. DATED this 6 day of April, 2006.

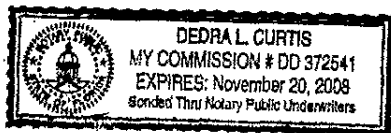

BREWA M. KENNEDY

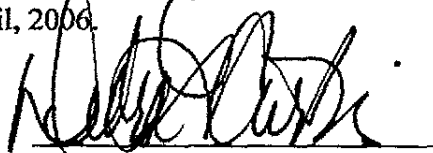
STATE OF FLORIDA,
COUNTY OF ORANGE,

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SECRETARY OF CORPORATIONS
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BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BREWA M. KENNEDY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid. DATED this 6 day of April, 2006.




DEDRA L. CURTIS
NOTARY PUBLIC
MY COMMISSION EXPIRES:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That BREWA M. KENNEDY, P.A., desiring to incorporate under the laws of the State of Florida, with its principal office located at 11214 Bugenhagen Drive, Orlando, Florida 32832, County of Orange, State of Florida, has named BREWA M. KENNEDY, whose address is 11214 Bugenhagen Drive, Orlando, Florida 32832, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.


BREWA M. KENNEDY