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2006 JUL 14 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***WILLIAM AKERS, III, P.A.***

Attorney at Law

120 E. Granada Blvd.  
Ormond Beach, FL 32176

Telephone: (386) 672-0420  
Fax No: (386) 672-0452

July 7, 2006

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Edward L. Schwarz, P.A.

Dear Sir/Madam:

Enclosed herewith is the original and one copy of the Articles of Organization for the above-referenced P.A., together with a check in the amount of \$78.75 rendered as the filing fee, including designation of registered agent. Please send us a letter of acknowledgment at your earliest convenience.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,



Dottie Benton  
Legal Assistant

/dlb  
Enc.

**FILED**

**ARTICLES OF INCORPORATION**

**OF**

2006 JUL 14 PM 3:43

**EDWARD L. SCHWARZ, P.A.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to provide real estate brokerage services under the laws of the state of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

**ARTICLE I  
NAME**

The name of the professional service corporation is EDWARD L. SCHWARZ, P.A.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 1001 Shockney Dr., Ormond Beach, FL 32174.

**ARTICLE III  
PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of real estate brokerage services. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV  
TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

**ARTICLE V  
CAPITAL STOCK**

The capital stock of the professional service corporation shall be 100 shares of common stock without par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to provide real estate brokerage services in the state of Florida.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 1001 Shockney Dr., Ormond Beach, Florida 32174. The name of the initial registered agent at that address is Edward L. Schwarz.

**ARTICLE VII  
BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 1 member. The name and address of the member of the first board of directors is:

EDWARD L. SCHWARZ  
1001 Shockney Dr.  
Ormond Beach, FL 32174

**ARTICLE VIII  
SUBSCRIBER**

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

EDWARD L. SCHWARZ  
1001 Shockney Dr.  
Ormond Beach, FL 32174

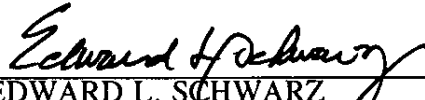
**ARTICLE VIII  
RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to brokerage real estate in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

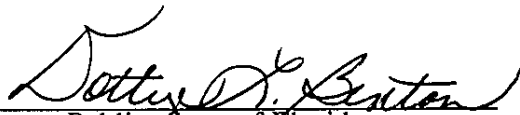
**ARTICLE IX  
AMENDMENT**

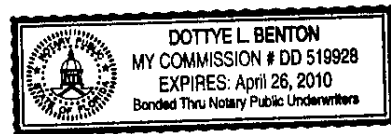
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on June 8, 2006.

  
EDWARD L. SCHWARZ

Sworn to and subscribed before me this 8<sup>th</sup> day of June, 2006, by EDWARD L. SCHWARZ, who is personally known to me.

  
Notary Public, State of Florida



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: EDWARD L. SCHWARZ, P.A.

2. The name and address of the registered agent and office is:

Edward L. Schwarz  
1001 Shockney Drive  
Ormond Beach, FL 32174

SIGNATURE: Edward L. Schwarz

TITLE: PRESIDENT

DATE: 6/8/06

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Edward L. Schwarz

DATE: 6/8/06