

FEB. 21. 2007

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Florida Department of State
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To:

Division of Corporations
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Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
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Handwritten signature

FLORIDA PROFIT/NON PROFIT CORPORATION

JOHN S. HAND P.A.

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B. McKnight FEB 22 2007

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**ARTICLES OF INCORPORATION
OF
JOHN S. HAND P.A.**

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Professional Service Corporation Act, pursuant to Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: JOHN S. HAND P.A.

ARTICLE II

The purpose or purposes for which this corporation is organized are:

a. To engage in the professional practice of real estate sales and brokerage, as either a licensed realtor or broker, under and pursuant to Chapter 475 of the Florida Statutes.

b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, lease, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with real estate, franchises, and its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets, real or personal, created, sold, distributed, or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any real estate, franchises or securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article II shall be regarded as independent purposes and powers.

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e. To such extent as a corporation organized under the Florida Professional Services Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Florida Professional Services Corporation Act or under any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE III - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 100 shares of common voting stock at \$1.00 per value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE IV - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose, pursuant to and in accordance with the Corporation's By-Laws or Shareholder Agreement.

ARTICLE V - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rate share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property, through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article V pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

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**ARTICLE VI - LIMITATION ON TRANSFER OF STOCK
OFFER OF FIRST REFUSAL TO OTHER SHAREHOLDERS**

No stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered by a writing for sale to each of the other stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by hand delivery, registered mail or overnight courier to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse or accept the offer made as provided above in writing. All regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the bylaws of the Corporation or by separate Shareholder Agreement.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's principal office is: 632 West Palm Aire Drive, Pompano Beach, FL 33069.

The street address of this corporation's initial registered agent's office in Florida is: Steven M. Auerbacher, PA, 200 Congress Park Drive, Suite 104, Delray Beach, FL 33445 and the name of the initial registered agent of this corporation at that address is: Steven M. Auerbacher, Esq.

ARTICLE VIII - OFFICERS AND DIRECTORS

The number of directors of the corporation from time to time shall be set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the persons to serve as initial directors and initial officers until the first annual meeting of the Shareholders, or until their respective successor is elected and qualified are:

John S. Hand, Director, President and Secretary
632 West Palm Aire Drive
Pompano Beach, FL 33069

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

John S. Hand, Director, President and Secretary
632 West Palm Aire Drive
Pompano Beach, FL 33069


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ARTICLE X - DURATION

The duration of the corporation shall be perpetual.

ARTICLE XI - BY-LAWS

The By-Laws of the corporation as shall be initially adopted by the Board of Directors, may be changed or repealed by the affirmative vote of all the Shareholders at any meeting thereof or may be merged into or superceded by shareholder agreement duly adopted by all shareholders.


John S. Hand, Incorporator

DATED this 19th day of February 2007.

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, **John S. Hand**, personally known to me, and who did take an oath to be the person described in and who executed the foregoing, and he acknowledged before me that he executed the same freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal this 19 day of February 2007.

NOTARY PUBLIC:

Sign: Print: Jennifer H. ShortMy Commission Expires: 3-26-08

Jennifer H. Short
My Commission DD288514
Expires March 26, 2008

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
JOHN S. HAND P.A.
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

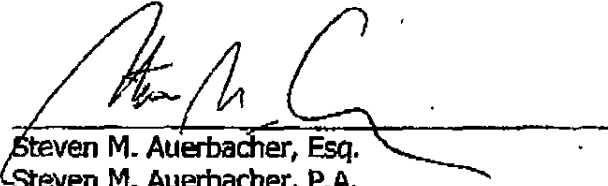
The following is submitted pursuant to Section 607.0501, Florida Statutes:

John S. Hand P.A., desiring to organize under the laws of the State of Florida, being in Broward County, does hereby name Steven M. Auerbacher, Esq., as its initial registered agent to accept service of process at Steven M. Auerbacher, P.A., 200 Congress Park Drive, Suite 104, Delray Beach, Florida 33445.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, as the initial registered agent of the corporation at the initial registered agent's office in this State, the undersigned on behalf of the aforesaid corporation hereby accepts the appointment as registered agent and agrees to complete performance of all such statutory duties as registered agent and is familiar with and accepts the obligations of registered agent.

By:


Steven M. Auerbacher, Esq.
Steven M. Auerbacher, P.A.
200 Congress Park Drive, Suite 104
Delray Beach, FL 33445

Dated this 19th day of February 2007.

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