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FLORIDA PROFIT/NON PROFIT CORPORATION

FLORIDA PROFESSIONAL REAL ESTATE SERVICES, P.A.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA PROFESSIONAL REAL ESTATE SERVICES, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation for profit under Chapter 621 of the Florida Statutes.

ARTICLE I. NAME

The name of this corporation shall be: FLORIDA PROFESSIONAL REAL ESTATE SERVICES, P.A.

ARTICLE II. NATURE OF BUSINESS

The nature of this corporation shall be to engage in every aspect in the practice of real estate brokerage and all its fields of specialization, as are allowed under the Florida Real Estate Commission Department of Business and Professional Regulation, State of Florida.

To engage and render 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.

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

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

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

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

Prepared by: Jan Phillips
Essential Business Services Inc.
8741 N.W. 57th Street
Tamarac, Florida 33351
(954)718-7314

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ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars and no cents (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence and time of commencement of existence of this corporation shall be at the time of the date of filing of these Articles of Incorporation.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 5700 NW 40th TERRACE, COCONUT CREEK FLORIDA 33073.

The Board of Directors may from time to time move the principle office to any other address in Florida.

ARTICLE VII. DIRECTORS

This Corporation shall have one director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one. The name and address of the initial member of the Board of Directors is:

Hector Picard

5700 NW 40th Terrace, Coconut Creek FL 33073

ARTICLE VIII. REGISTERED AGENT AND OFFICE

This Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

HECTOR PICARD
5700 NW 40th TERRACE
COCONUT CREEK, FL 33073

ARTICLE IX. INCORPORATION

The name and post office address of the incorporator(s) of these Articles of Incorporation is:

HECTOR PICARD
5700 NW 40th TERRACE
COCONUT CREEK, FL 33073

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholder's meeting by a MAJORITY of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI. DISQUALIFICATION OF OFFICER, DIRECTOR, STOCKHOLDER, AGENT OR EMPLOYEE.

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 him/her continued rendering of such professional services, he/she 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/her all amounts owing and lawfully due to him/her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XII. ELECTION FOR TAX PURPOSES

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub Chapter S of the Internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE XIII. INITIAL OFFICERS

The name and address of the initial officer(s) of the corporation is:


PRESIDENT/SECRETARY: HECTOR PICARD
5700 NW 40th TERRACE
COCONUT CREEK FL 33073

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee,

or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director" "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersigned, being the original incorporator(s) to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set said hand(s) and seal this 21st day of FEBRUARY 2008.



HECTOR PICARD (SEAL)

State of Florida)
)
County of Broward)

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED HECTOR PICARD KNOWN TO BE THE PERSON(S) DESCRIBED AS INCORPORATOR(S) OR WHO PRODUCED IDENTIFICATION, I.E. FLORIDA DRIVER'S LICENSE AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at TAMARAC, Broward County, Florida this 21st day of FEBRUARY, 2008.

My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA

FEB. 15, 2009



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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to Chapter 607.0505 of Florida Statutes, the undersigned hereby designates:

HECTOR PICARD

As its registered agent to accept service of process within the State.

BY: 

HECTOR PICARD

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the foregoing designation as Registered Agent for Service of Process within the State of Florida, does hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 21st day of February, 2008.

BY: 

HECTOR PICARD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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