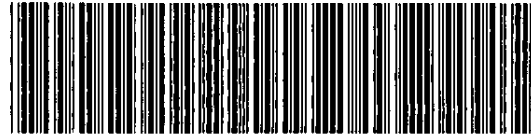


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Michael Romm, P.A.
1213 S. 30th Ave
Suite 2
Hollywood, FL 33020



900191844739

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ARTICLES OF INCORPORATION
OF
GUY ERDMAN, P.A.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a professional service Corporation for profit under Chapter 621 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **GUY ERDMAN, P.A.**, (hereinafter, "Professional Association").

ARTICLE 2 - PURPOSE OF BUSINESS

This professional Corporation is organized for the purpose of engaging in the business of realty services including the buying and selling of real estate, and all related professional services. Additionally, the corporation may engage in any other lawful business.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1341 St. Tropez Circle, Suite 1108, Weston FL 33326. The mailing address of the Corporation is 1341 St. Tropez Circle, Suite 1108, Weston FL 33326.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator is:

GUY ERDMAN
1341 St. Tropez Circle
Weston, FL 33326

ARTICLE 5 - OFFICERS

President: Guy Erdman
Secretary: Guy Erdman
Treasurer: Guy Erdman

whose address shall be the same as the principal office of the Corporation.

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ARTICLE 6 – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Guy Erdman

whose address shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**.
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, be Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restriction, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of the 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.
- 8.2 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.
- 8.3 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 9 – SHAREHOLDER'S PREEMPTIVE RIGHTS

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder's Restrictive Agreement, if any, is on file at the principal office of the Corporation.

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- (i) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and
- (ii) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants, or other instruments conferring on the

holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

(iii) This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE 10 – POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 12 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is **MICHAEL R. ROMM, P.A., located at 1213 S. 30th Avenue, Suite 2, Hollywood, FL 33020**. The name and address of the registered agent of this Corporation is **MICHAEL ROMM, ESQ. of MICHAEL R. ROMM, P.A., 1213 S. 30th Avenue, Suite 2, Hollywood, FL 33020**. The current address of the Registered Agent can always be located by looking up “Michael Romm” on the list of attorneys at the following website: **<http://www.floridabar.org>** .

ARTICLE 14 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but with affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be

necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

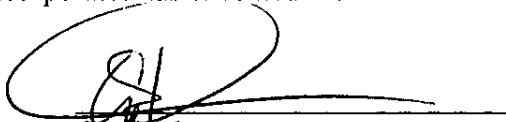
ARTICLE 15 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of January, 2011.


Guy Erdman

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME the undersigned authority, duly authorized in the State and County named above to take acknowledgments, personally appeared, GUY ERDMAN who is personally known to me, or who produced _____, as identification, who did take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 15th day of January, 2011.



Notary Public

Printed Name: Michael Roman

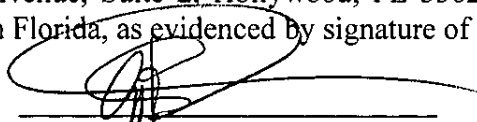
My Commission Expires:

CERTIFICATE OF REGISTERED AGENT

This is a certificate designating the place of business or domicile for the service of process within Florida and naming agent upon whom process may be served.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

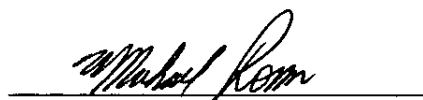
First, that GUY ERDMAN, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1341 St. Tropez Circle, Suite 1108, Weston FL 33326, has named Michael Romm, Esq. of Michael R. Romm, P.A. 1213 S. 30th Avenue, Suite 2, Hollywood, FL 33020 as its agent to accept service of process within Florida, as evidenced by signature of the undersigned subscriber/incorporator.


Guy Erdman

1-15-2011
Date

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES
OF INCORPORATION**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Michael Romm

1-15-2011
DATE

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