

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

800-342-8006

P95000006429

CSC networks

Mail To:
P.O. Box 5828
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 529951 3487A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : January 25, 1995

ORDER TIME : 9:23 AM

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ORDER NO. : 529951

CUSTOMER NO: 3487A

CUSTOMER: Julie G. Eller, Esq
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

RECEIVED
95 JAN 25 AM 10:25
DIVISION OF CORPORATIONS

DOMESTIC FILING

P95000006429

NAME: CAROLINE M. PHILLIPS, P.A.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

EXAMINER'S INITIALS:

Tw
1-25-95
01

FILED
95 JAN 25 PM 11:51
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CAROLINE M. PHILLIPS, P.A.

FILED
95 JAN 25 11:55
SEC
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the professional service corporation laws and other laws of the State of Florida.

ARTICLES I. NAME.

The name of the corporation shall be CAROLINE M. PHILLIPS, P.A.

ARTICLE II. NATURE OF BUSINESS.

The general nature of business to be transacted by this corporation shall be:

(a) To engage in every phase and aspect of rendering to the public the same professional services a real estate agent duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through its officers, employees and agents who are duly licensed as real estate agents in the State of Florida.

(b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of professional services.

(c) To do anything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation or any

amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objects of the corporation.

The paragraphs of this Article shall be construed as both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. INITIAL CAPITAL.

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS.

The initial post office address of the principal office of this corporation in the State of Florida, and its initial mailing address is 5061 Higel Avenue, Sarasota, Florida 34242. The Board of Directors may from time to time move the principal 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 decreased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR.

<u>Name</u>	<u>Address</u>
Caroline M. Phillips	5061 Higel Avenue Sarasota, Florida 34242

ARTICLE IX. TRANSFERABILITY OF SHARES.

By stockholder's agreement or By-Laws, the corporation may restrict the transfer or encumbrances of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by a retiring, disabled, or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The stockholders of this corporation shall have the sole power to adopt, amend or repeal By-Laws for the management of this corporation.

ARTICLE X. SHAREHOLDERS' LIMITATIONS.

Only persons who are licensed as real estate agents may be shareholders in this corporation. No shareholder may sell or otherwise transfer his stock herein except to a person who is eligible to be a shareholder in this corporation. No shareholder shall enter into a voting trust agreement or any other agreement which vests in another person the authority to exercise the voting power of any or all of his stock.

ARTICLE XI. OFFICERS AND DIRECTORS' LIMITATIONS.

No person shall serve as a director of this corporation except a licensed real estate agent. No person shall be elected or shall serve as an executive officer of this corporation except a shareholder in this corporation.

ARTICLE XII. TRANSACTION WITH INTERESTED
DIRECTORS OR OFFICERS.

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE XIII. REPLACING STOCK CERTIFICATES.

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIV. SUBSCRIBERS.

The name and post office address of the subscriber of these Articles of Incorporation is: J. Geoffrey Pflugner, Esquire, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

ARTICLE XV. 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 a shareholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XVI. RESIDENT AGENT.

In pursuant to Chapter 481.091, Florida Statutes, this corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation as City of Sarasota, County of Sarasota, State of Florida, has named J. GEOFFREY PFLUGNER, located at 2033 Main Street, Suite 101, Sarasota, Florida 34237 as its agent to accept service of process within this state.

ARTICLE XVII. DATE OF COMMENCEMENT.

The date of commencement of this corporation shall be filing of these Articles of Incorporation.



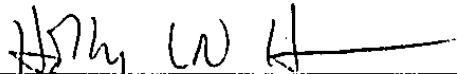
J. GEOFFREY PFLUGNER

STATE OF FLORIDA

COUNTY OF SARASOTA

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared J. GEOFFREY PFLUGNER, who is personally known to me and is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 24th day of January, 1995.



NOTARY PUBLIC

Printed Name: _____

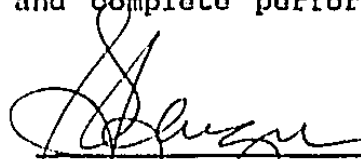
My Commission Expires:



HOLLY LYNNE NOEL HART
MY COMMISSION # CC420161 EXPIRES
October 3, 1997
BONDING THROUGH TROY FARM INSURANCE, INC

ACCEPTANCE OF REGISTERED AGENT

Having been named to the position of registered agent, to accept service of process for CAROLINE M. PHILLIPS, P.A., at the place designated in this certificate, I heroby 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.



J. GEOFFREY PFLUGNER
Registered Agent

Dated: 1/24/95

FILED
95 JAN 25 PM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA