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2/23/95 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 3:20 PM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: MOMBACH, ROYLIK & HARDIN, P.A.
DEPARTMENT OF STATE 500 E BROWARD BLVD
STATE OF FLORIDA STP. 1950
409 EAST GAINES STREET FT. LAUDERDALE FL 33394-3079
TALLAHASSEE, FL 32399 CONTACT: DRAN A BROOKS
PHONE: (305) 467-2200
FAX: (904) 922-4000 FAX: (305) 467-2210
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: A.A.K. REALTY, INC.
FAX AUDIT NUMBER: H9500002177
DATE REQUESTED: 02/23/1995
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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
A.A.K. REALTY, INC.

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: A.A.K. REALTY, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation shall engage in any and all activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>	<u>CLASS</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be decreased or increased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial directors that shall hold office until successors are elected and have qualified are:

PREPARED BY:

DEANA A. BROOKS
MOMBACH, BOYLE & HARDIN, P.A.
BROWARD FINANCIAL CENTRE - SUITE 1950
600 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33394-3079
305 - 467-2200

Florida Bar No. 767433

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<u>NAME</u>	<u>ADDRESS</u>
ALICE KELLOGG	8600 Northeast 10th Court Miami, Florida 33138

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office of the corporation is 8600 Northeast 10th Court, Miami, Florida 33138, or in any other city in the State of Florida designated by the Board of Directors.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
DEAN A. BROOKS, ESQUIRE	Mombach, Boyle & Hardin, P.A. 500 East Broward Boulevard Suite 1950 Fort Lauderdale, Florida 33394

ARTICLE VIII - INITIAL REGISTERED AGENT

The name and address of the registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
MITCHELL D. ADLER, ESQUIRE	Mombach, Boyle & Hardin, P.A. 500 East Broward Boulevard Suite 1950 Fort Lauderdale, Florida 33394

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon approval by the Secretary of State, State of Florida.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XI - BY LAWS

The Corporation shall adopt a set of By-Laws to govern the Corporation. The By-Laws of the corporation may be adopted, altered, amended, or repealed either by the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more of the provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLE XII - 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 shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

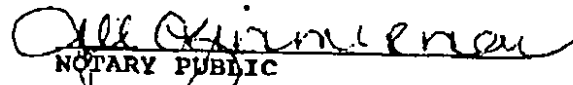
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22nd day of February, 1995.


DEAN A. BROOKS

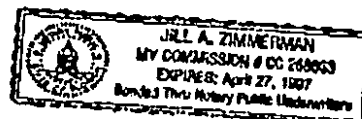
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments in the County and State last aforesaid, this day personally appeared DEAN A. BROOKS, to me known to be the person who executed these Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of February, 1995.


NOTARY PUBLIC

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Designation as initial registered agent for the foregoing corporation is hereby acknowledged and accepted as of this 22nd day of February, 1995.

By: 

MITCHELL D. ADIER

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February 22, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/10/95

FLORIDA DIVISION OF CORPORATIONS

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: MOMBACH, BOYLE & HARDIN, P.A.
500 S BROMARD BLVD
STE. 1950
FT. LAUDERDALE FL 33394-3079
CONTACT: DEAN A BROOKS
PHONE: (305) 467-2200
FAX: (305) 467-2210

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: A.A.K. REALTY, INC.

FAX AUDIT NUMBER: H95000002801

CURRENT STATUS: REQUESTED

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
A.A.K. REALTY, INC.**

The undersigned does hereby certify as follows:

1. He is the sole incorporator of A.A.K. Realty, Inc., a Florida corporation (the "Corporation"), whose original Articles of Incorporation were filed with the Department of State on February 23, 1995.
2. The Board of Directors of the Corporation have not yet held an organizational meeting, and no shares of the capital stock of the Corporation have been issued, to date.
3. On March 10, 1995, the sole incorporator of the corporation adopted the following resolutions amending the Corporation's Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation is hereby amended so that it shall read in its entirety as follows:

ARTICLE I - NAME

The name of the Corporation is: Alice Kellogg, P.A.

FURTHER RESOLVED, that Article II of the Articles of Incorporation of the Corporation is hereby amended so that it shall read in its entirety as follows:

ARTICLE II - NATURE OF BUSINESS

The Corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a real estate sales associate, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed as real estate sales associates under the laws of the State of Florida.

Prepared by:
Dean A. Brooks, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Ft. Lauderdale, Florida 33394
(305)467-2200
Attorney Number 767433

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The Corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation and Limited Liability Company Act; provided, however, that the Corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

FURTHER RESOLVED, that Article III of the Articles of Incorporation of the Corporation is hereby amended so that it shall read in its entirety as follows:

ARTICLE III - CAPITAL STOCK


The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>	<u>CLASS</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

No person other than one licensed as a real estate sales associate in the State of Florida shall be a shareholder of the Corporation.

DATED this 10th day of March, 1995.



Dean A. Brooks