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FLORIDA DIVISION OF CORPORATIONS

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

FROM: COONEY, WARD, LESHER & DAMON, P.A.
1555 PALM BEACH LAKES BLVD, SUITE 1000
WEST PALM BEACH FL 33401-0000
CONTACT: STEVEN E KELLY
PHONE: (407) 689-8111
FAX: (407) 689-9303

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MONTGOMERY CLARK, P.A.
FAX AUDIT NUMBER: H95000002233
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**ARTICLES OF INCORPORATION
OF
MONTGOMERY CLARK, P.A.**

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: Montgomery Clark, P.A.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSES

The purposes for which this Corporation is organized are:

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

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

Prepared By: (407/689-8111)
Linda B. Molfetta, Legal Assistant
Cooney, Ward, Leshner & Damon, P.A.
1555 Palm Beach Lakes Blvd., Suite 1000
West Palm Beach, FL 33401
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(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes 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 accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating 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 the Corporation otherwise permitted by law.

The purposes for which this Corporation is organized are to do all things necessary or convenient to carry out its business and affairs, and for any other lawful purpose or purposes.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is: 234 Royal Palm Way, Palm Beach, Florida, 33480.

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 5,000 shares of common voting stock.

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ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata 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. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to preemptive 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.

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is Cooney, Ward, Lasher & Damon, P.A., 1555 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida, 33401, and the name of its initial registered agent at that address is Philip H. Ward, III, Esq. The initial principal office of the Corporation shall be 234 Royal Palm Way, Palm Beach, Florida, 33480, which is its mailing address.

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ARTICLE VIII - INCORPORATORS

The name and address of the incorporator is:

Name	Address
Deborah M. Clark	234 Royal Palm Way Palm Beach, FL 33480

DATED this 24th day of February, 1995.



Deborah M. Clark

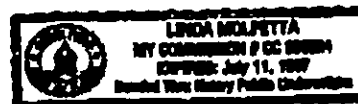
STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared DEBORAH M. CLARK to me known to be the person described and who executed the foregoing instrument and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of February, 1995.

Notary Public

Sign: 
Print: LINDA MOLFETTA
State of Florida at Large
My Commission Expires: 07/11/97



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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT:

Having been named to accept service of process for MONTGOMERY CLARK, P.A., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0501 Florida Statutes.

Date: February 25, 1995.

By:

Philip H. Ward, III
COONEY, WARD, LESHER & DAMON, P.A.
1555 Palm Beach Lakes Boulevard
Suite 1000
West Palm Beach, FL 33401

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