

P950000 23934

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95 MAR 24 11:27
 CAPITAL CONNECTION, INC.
 TALLAHASSEE, FL 32301

1/3 3/24/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>AAK</u>	_____	_____

WALK-IN Will Pick Up 321 130

RE: Arlene Chappuis, PA

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF ARLENE CHAPPUIS, P.A.

FILED
STATE OF FLORIDA
1967

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and realtor, duly licensed to render services as such under the laws of the State of Florida, hereby forms a Professional Service Corporation, pursuant to the provisions of Florida Statutes Section 621 in conjunction with Florida Statutes Section 607.

ARTICLE I - NAME

The name of this corporation is ARLENE CHAPPUIS, P.A.

ARTICLE II - NATURE OF PROFESSIONAL SERVICE

The general nature of the business to be transacted by the Corporation is:

A. To engage in every phase and aspect of the business of rendering professional services to the public that any realtor 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 under the laws of the State of Florida to practice real estate.

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.

C. To enter into, for the benefit of its employees, one or more of the following: (1) A pension plan; (2) A profit sharing plan; (3) A stock bonus plan; (4) A thrift and savings plan; (5) A restricted stock option plan; and (6) Other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.

D. At its option, to purchase and acquire the shares owned and held by any shareholder who dies in accordance with the Bylaws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchases; provided, however, that the capital of the Corporation is not impaired.

E. At its option, to enter into a partnership with other qualified Professional Association(s) and/or individuals duly qualified to practice real estate in the State of Florida.

The foregoing paragraphs shall be construed as enumerating both powers and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes or powers of the Professional Service Corporation otherwise permitted by law and includes the powers and

purposes to manufacture, design, construct, own, use, buy, sell, lease, hire, and deal in and with articles and property of all kinds and render services of all kinds, and to engage in any legal and lawful act or activity for which Professional Service Corporations may be organized 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 100 shares of common stock, having a nominal or par value of \$1.00 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice real estate in the State of Florida, nor may any shareholder sell or transfer her shares in this Corporation except to another individual who is duly licensed or otherwise legally authorized to practice real estate as aforesaid.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually and shall commence existence upon the date of filing of these Articles of Incorporation by the Department of State.

ARTICLE VI - PRINCIPAL ADDRESS OF
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the Corporation is 201 Surf Scooter Drive, Daytona Beach, FL 32119, and the street address of the initial registered office of this Corporation is 516 N. Harbor City Boulevard, Melbourne, FL 32935. The name of the initial registered agent of this Corporation at that address is James M. O'Brien, Esquire.

ARTICLE VII - DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one. This Corporation shall have one (1) director initially. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Arlene Chappuis	201 Surf Scooter Drive Daytona Beach, FL 32119

ARTICLE VIII - SUBSCRIBER

The name and street address of the Subscriber, same being a realtor, duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock she agreed to take, and the value of the consideration therefor is:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Arlene Chappuis	100	\$100.00

ARTICLE IX - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
James M. O'Brien	516 N. Harbor City Blvd. Melbourne, FL 32935

ARTICLE X - INDEMNIFICATION

Each Director and Officer, in consideration of her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by her in connection with the defense of or for advice concerning any claim asserted or proceeding brought against her by reason of her being or having been a Director or Officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned; or by any reason of any act or omission to act as such Director or Officer; provided

that she shall not have been derelict in the performance of her duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any Director or Officer may be entitled as a matter of law.

ARTICLE XI - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to, or interested in, such contract, act or association or corporation; and each and every person who may become a Director or Officer of this Corporation is hereby relieved

from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of herself or any firm, association or corporation in which she may be in anywise interested.

ARTICLE XII - STOCK RESTRICTIONS

None of the capital stock of this Corporation shall be issued to any person who is not duly licensed to practice real estate in the State of Florida; nor may any shareholder of this Corporation enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of her stock. Any shareholder of this Corporation who is legally disqualified to render professional services incident to practice real estate within this state shall become obligated to divest himself of such stock in the Corporation in the manner provided by the Bylaws of this Corporation. The shareholders of this Corporation shall have the power to include in the Bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the Corporation by any of its shareholders or in the event of the death of any of its shareholders. No shareholder of this Corporation may sell or transfer her shares therein except to another individual who is eligible to be a shareholder of the

Corporation, and such sale or transfer may be made only after the name shall be approved at a stockholders' meeting, especially called for such purpose. If any shareholder shall become legally disqualified to practice real estate in the State of Florida, or be elected or appointed to a public office or accept other employment that places restrictions or limitations upon her continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in Florida Statutes Section 621.13. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XIV - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XV - APPROVAL OF SHAREHOLDERS

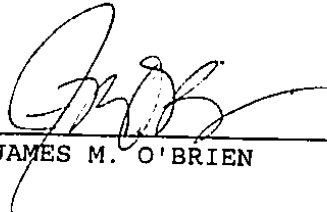
REQUIRED FOR MERGER OR CONSOLIDATION

Approval of the shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any event, be with another domestic Professional Corporation organized under Florida Statutes Section 621 to render the professional services to be rendered hereunder; merger or consolidation with a foreign corporation is strictly prohibited.

ARTICLE XVI - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, JAMES M. O'BRIEN, the Incorporator, has executed these Articles of Incorporation this 23rd day of March, 1995.



JAMES M. O'BRIEN

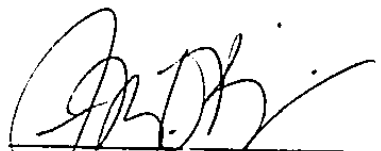
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that ARLENE CHAPPUIS, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Daytona Beach, County of Volusia, State of Florida, has named JAMES M. O'BRIEN, located at 516 N. Harbor City Boulevard, Melbourne, FL 32935, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JAMES M. O'BRIEN