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May 18, 1995

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Sunbelt Business Brokers of Central Florida, Inc.

Gentlemen:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Sunbelt Business Brokers of Central Florida, Inc. Also enclosed is our check in the sum of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

Please return a conformed copy of the Articles of Incorporation to me in the envelope provided.

Thank you for your cooperation. If you have any questions, please contact me.

Sincerely,

BLANCHARD, MERRIAM,
ADEL & KIRKLAND, P.A.

Lauren E Merriam III
Lauren E. Merriam, III

LEM/sp
Enclosures

NANCY HENDRICKS MAY 23 1995

ARTICLES OF INCORPORATION
of
SUNBELT BUSINESS BROKERS OF CENTRAL FLORIDA, INC.

FILED
95 APR 19 AM 12 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is SUNBELT BUSINESS BROKERS OF CENTRAL FLORIDA, INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of the corporation is 3101 S.W. College Road, Suite 203, Ocala, Florida 34474, and the mailing address is the same.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered office and agent of this corporation is:

- (A) Registered Agent: CARL J. LUCARELLI
(B) Registered Office: 3101 S.W. College Road
Suite 203
Ocala, Florida 34474

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

STEVEN B. SHIFFMAN
3101 S.W. College Road
Suite 203
Ocala, Florida 34474

CARMELIT LUCARELLI
3101 S.W. College Road
Suite 203
Ocala, Florida 34474

ARTICLE VIII
INCORPORATOR

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

STEVEN B. SHIFFMAN
3101 S.W. College Road
Suite 203
Ocala, Florida 34474

ARTICLE IX
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to these Articles, and any right conferred upon the shareholders is subject to this reservation.

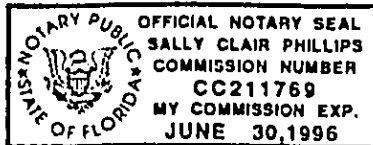
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 18th day of May, 1995.



STEVEN B. SHIFFMAN

STATE OF FLORIDA)
COUNTY OF MARION)

The foregoing instrument was acknowledged before me this
18th day of May, 1995, by STEVEN B. SHIFFMAN, who is personally
known to me or who has produced FL Driver License as
identification.



Sally Clair Phillips
Sally Clair Phillips (Print Name)
Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above
corporation for the purpose of accepting service of process at the
registered office designated in the Articles of Incorporation I
accept such appointment and am familiar with and accept the
obligations of that position.

DATED this 18th day of May, 1995.

Carl J. Lucarelli
CARL J. LUCARELLI
Registered Agent