

P950000595/4  
MILLER & WOODS, P.A.  
1400 Centrepark Boulevard, Suite 860  
West Palm Beach, Florida 33401

Telephone 407.687.8100  
Facsimile 407.687.8101

JAMES F. MILLER  
STEVEN R. WOODS  
PAUL M. ADAMS

*of Counsel*

EUGENE F. SHURY, P.A.  
Bond Certified Real Estate Attorney

July 12, 1995

Florida Department of State  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: The Buyers Agent of Palm Beach County, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the stamped copy to my attention at your earliest convenience. Payment in the amount of \$122.50 representing the filing fees is also enclosed.

Should you have any questions, please call my office at the above number.

Sincerely yours,

*James F. Miller*

JAMES F. MILLER  
JFM:npv

Enclosures

*W. James*  
Signed in the Absence of  
Mr. Miller to Expedite Delivery

7000001549487  
-07/31/95--01052--015  
\*\*\*\*122.50 \*\*\*\*122.50

*EB/T*  
*[Signature]*

**ARTICLES OF INCORPORATION  
OF  
THE BUYERS AGENT OF PALM BEACH COUNTY, INC.**

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this corporation is THE BUYERS AGENT OF PALM BEACH COUNTY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

(a) This corporation shall have two (2) classes of stock, preferred stock and common stock.

(b) There will be one thousand (1,000) shares for each class of stock (i.e. 1,000 shares of preferred stock and 1,000 shares of common stock). Each class shall have a par value of one dollar (\$1.00) per share.

(c) All shares of the preferred stock shall have unlimited voting rights and shall have preference to receive the net assets of the corporation upon dissolution. However, all shares of the common stock shall not have a right to vote. All shares of the common stock shall not be entitled

to preference in the distribution of dividends or assets of the corporation.

#### ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 822 East Atlantic Avenue, Delray Beach, FL 33483, and the name of the initial registered agent of this corporation at that address is Jack C. DeNiro.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial board of directors of this corporation are:

Jack C. DeNiro      822 East Atlantic Avenue, Delray Beach, FL 33483

#### ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

Jack C. DeNiro      822 East Atlantic Avenue, Delray Beach, FL 33483

#### ARTICLE IX - INDEMNIFICATION

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

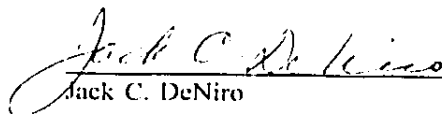
ARTICLE X - AMENDMENT

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

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

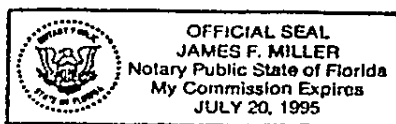
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of July, 1995.

  
\_\_\_\_\_  
Jack C. DeNiro

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, appeared JACK C. DENIRO to me known to be the person(s) identified herein (personally known by me) or [who produced as identification in the form of \_\_\_\_\_] and who executed the foregoing instrument and he acknowledged before me that he executed the same and who [did] [did not] take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 12th day of July, 1995.



[Notary Seal]

\_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission Expires:

Type or Print Notary Name: \_\_\_\_\_

STATE OF FLORIDA  
DEPARTMENT OF STATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

THE BUYERS AGENT OF PALM BEACH COUNTY, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT 822 EAST ATLANTIC AVENUE, DELRAY BEACH, FL 33483,  
HAS NAMED JACK C. DENIRO AS REGISTERED AGENT, LOCATED AT 822 EAST  
ATLANTIC AVENUE, DELRAY BEACH, FL 33483, AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN FLORIDA.

Jack C. Deniro

Signature of Incorporator

Dated: 7/12/95

ACCEPTANCE

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE  
CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES  
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
PERFORMANCE OF MY DUTIES.

Jack C. Deniro

Signature of Registered Agent

Dated: 7/12/95