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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32301

Re: Jeffrey Paine, P.A.

Dear Sir:

In connection with the above corporation, enclosed please find the original and two (2) copies of Articles of Articles of Incorporation. I have also enclosed our check in the amount of $122.50 filing fees.

Please return a copy of the filed Articles to the undersigned.

Should you have any questions, please do not hesitate to contact our office. Thank you.

Sincerely yours,

Susan M. Iorio

Susan M. Iorio
Certified Legal Assistant
Enclosures

2/20

# ARTICLES OF INCORPORATION
# OF
# JEFFREY PAINE, P.A.

THE UNDERSIGNED natural person, who is licensed or otherwise legally authorized to practice the profession of real estate sales person law within the State of Florida, hereby files these Articles of Incorporation with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

## ARTICLE I - NAME

The name of the corporation is "JEFFREY PAINE, P.A."

## ARTICLE II - DURATION

The corporation shall have perpetual existence.

## ARTICLE III - PURPOSE

The corporation is organized for the following purposes:

A. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

B. To [illegible] enter into contracts and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

C. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the practice of real estate sales, and is duly authorized to practice such profession in the State of Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have the authority to issue is 7,500 of Class A common voting stock at $1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment and places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder shares and pay him all amount owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VIII - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rate 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. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive 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 IX - INITIAL OFFICE AND AGENT

The street address of this corporation's principal place of business is 500 South Australian Ave., Suite 501, West Palm Beach, Florida 33401, and its initial registered office in Florida is 500 South Australian Ave., Suite 501, West Palm Beach, Florida 33401, and the name of its initial registered agent at that address is JEFFREY PAINE, ESQUIRE.

## ARTICLE X - DIRECTORS

The number of Directors constituting the initial board of Directors of this corporation in one (1). The name and [illegible] until the first annual meeting of the Shareholders, or until his successor is elected and qualify, is:

| Name | Address |
|---|---|
| JEFFREY PAINE | 500 South Australian Ave.<br>Suite 501<br>West Palm Beach, FL 33401 |

## ARTICLE XI - INCORPORATOR

The names and addresses of the incorporator is:

| Name | Address |
|---|---|
| JEFFREY PAINE | 500 South Australian Ave.<br>Suite 501<br>West Palm Beach, FL 33401 |

## ARTICLE XII - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least one hundred percent (100%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

## ARTICLE XIII - BY LAWS

The By-Laws of the corporation shall be initially adopted by the Shareholders, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

## ARTICLE XIV - COMMON DIRECTORS

## AND TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or know to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes of consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

Dated this 13 day of February, 1996.

[illegible]
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, JEFFREY PAINE, to me well known and who did take an oath.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal this 13 day of February, 1996.

Susan M. Iorio
Notary Public

My Commission Expires:
(SEAL)

SUSAN M. IORIO
Notary Public, State of Florida
My Comm. Exp. April 14, 1996
No. AA 56544

FILED
96 FEB 15 PM 6:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The following is submitted pursuant to Section 48.091(1) and Section 607.034, Florida Statutes:

JEFFREY PAINE, P.A., desiring to organize under the laws of the State of Florida, has named JEFFREY PAINE, ESQ., 500 South Australian Avenue, Suite 501, West Palm Beach, Florida 33401, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the above stated office within this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

Dated this 13 day of February, 1996.

JEFFREY PAINE, ESQ.