

ARTICLES OF INCORPORATION
OF

JOHN A. LARSEN, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a Professional Service Corporation under the laws of the State of Florida, and under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be JOHN A. LARSEN, P.A.

ARTICLE II

The principal office and mailing address of the Corporation is 16706 134th Terrace North, Jupiter, Florida 33478.

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be to act as a real estate broker and salesman. The Corporation may only render the professional services referred to herein through its shareholders, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services with the State of Florida as required under Chapter 621, Florida Statutes; provided, however, this provision shall not be interpreted to include in the term "employee" clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a real estate broker's or salesman's license is required.

ARTICLE IV

The Corporation shall not engage in any business other than acting as a broker, salesman, and/or manager for the purchase, sale, and/or management of real property and improvements. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary or incidental to the rendering of such professional services.

ARTICLE V

The Corporation shall have the authority to issue Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE VI

The period of this Corporation's existence is perpetual.

ARTICLE VII

The street address of the initial Registered Office of this Corporation is 16706 134th Terrace North, Jupiter, Florida 33478; and the initial Registered Agent of this Corporation at that address is JOHN A. LARSEN.

ARTICLE VIII

The number of Directors constituting this Corporation's initial Board of Directors is one, whose name and address is as follows:

JOHN A. LARSEN
16706 134th Terrace North
Jupiter, Florida 33478

ARTICLE IX

The name and address of the Incorporator is as follows:

JOHN A. LARSEN
16706 134th Terrace North
Jupiter, Florida 33478

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

ARTICLE XII

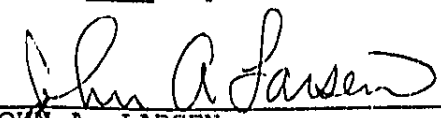
1. No one other than an individual who is duly licensed as a real estate broker or salesman under the laws of the State of Florida may own any corporate stock of this Corporation, nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, shareholder, agent or employee of this Corporation who has been rendering such professional services to the public becomes legally disqualified to render such service within the State of Florida, or accepts employment that, pursuant

to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the Corporation.

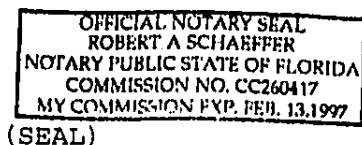
3. No shareholder of the Corporation may sell or transfer his stock in this Corporation except to another individual who is eligible to be a shareholder of the Corporation.

IN WITNESS WHEREOF the undersigned Incorporator has made and executed these Articles of Incorporation of JOHN A. LARSEN, P.A., for the uses and purposes aforesaid this 8 day of March, 1996.


JOHN A. LARSEN

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8th day of March, 1996, by JOHN A. LARSEN.



NOTARY PUBLIC



Robert A. Schaeffer
(Print Name)
My commission expires: 2-13-97
Commission No. CC-260417

Personally Known ✓ OR Produced Identification _____.
Type of identification Produced _____.

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

* * * * *

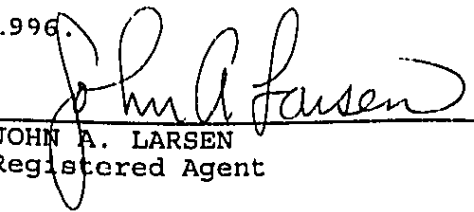
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that JOHN A. LARSEN, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Jupiter, County of Palm Beach, State of Florida, has named JOHN A. LARSEN, of 16706 134th Terrace North, Jupiter, Florida 33478 as its Agent to accept Service of Process within this state.

A C K N O W L E D G M E N T

Having been named to accept Service of Process for the above stated Corporation, at 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.

DATED this 8 day of March, 1996.



JOHN A. LARSEN
Registered Agent

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