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P96000030352

96 APR -8 FILED  
TALLAHASSEE

ACCOUNT NO. : 072100000032

REFERENCE : 910371 83577A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 8, 1996

ORDER TIME : 10:56 AM

ORDER NO. : 910371

CUSTOMER NO: 83577A

3000001772618  
04/08/96--01060--027  
\*\*\*\*140.00 \*\*\*\*701.00

CUSTOMER: E. Glenn Tucker, Esq  
RHODES & TUCKER

Suite 204  
950 North Collier Boulevard  
Marco Island, FL 33937

DOMESTIC FILING

NAME: WENDY W. HAPPNEY, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

RECEIVED  
96 APR -8 PM 12:26  
DIVISION OF CORPORATION

4896

JB

ARTICLES OF INCORPORATION  
OF  
WENDY W. HAPPNEY, P.A.

FILED  
5 APR -8 PM 12:14  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession or real estate brokerage or perform the services of a real estate broker in the State of Florida, herewith forms a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is WENDY W. HAPPNEY, P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 847 North Collier Blvd., Marco Island, FL 33937. The name of the initial registered agent of the corporation, located at that office, is WENDY W. HAPPNEY.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

#### ARTICLE IV

##### PURPOSE

The purpose of the corporation is to practice the profession of real estate brokerage or to perform the services of a real estate broker. The sole and exclusive professional service to be rendered by the corporation is that of real estate brokerage and associated services.

#### ARTICLE V

##### CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1,000 shares. These share shall be of a single class of common stock, and shall have no par value.

#### ARTICLE VI

##### CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of real estate brokerage and to perform the services of real estate broker is not less than \$500.00.

#### ARTICLE VII

##### CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these articles of incorporation as an incorporator is:

WENDY W. HAPPNEY  
847 North Collier Blvd.  
Marco Island, Florida 33937

ARTICLE IX

DIRECTORS

The corporation is to be managed by one director and the name and address of the initial director is:

WENDY W. HAPPNEY  
847 North Collier Blvd.  
Marco Island, Florida 33937

The initial director shall hold office until her successor is elected and qualified as provided in the bylaws. Then the term of office of the director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X

BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than sixty days following the issuance of the Certificate of Incorporation. Following the adoption of

bylaws by affirmative vote of the majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

#### ARTICLE XI

#### DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporation 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 the shareholder.

The undersigned incorporator of this corporation, has executed these articles of incorporation at Marco Island, Florida, this 4th day of April, 1996.

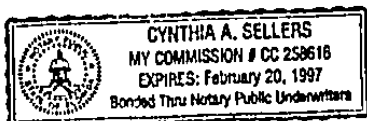
Wendy W. Happney  
WENDY W. HAPPNEY

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing Articles of Incorporation of KING M. HAPPNEY, P.A., were acknowledged before me this 4th day of April, 1996, by WENDY W. HAPPNEY, as Incorporator.

Cynthia A. Sellers  
Notary Public (SEAL)

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for  
WENDY W. HAPPNEY, P.A., at the place designated in the  
Articles of Incorporation, WENDY W. HAPPNEY, agrees to act in  
this capacity, and agrees to comply with the provisions of  
Section 48.091 relative to keeping open such office.

Date: 4-4-96

Wendy W. Happney  
WENDY W. HAPPNEY

FILED  
95 APR -8 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA