Lye & Lye Associates, Inc.

GEORGE LYE 7096 Taft Street Hollywood, Florida 33024 ACCOUNTANTS
"Income Tax & Small Business Center".

LOLA LYE (305) 963-2567 (305) 731-5556



Secretary of State Attention: Ms. Loria Yvonne Poole Division of Corporations State of Florida Tallahassee, Fl. 32304

Re: Walter S. Zemaitis, P.A.

Dear Madam:

Enclosed herewith are the Articles of Incorporation together with a copy of said Articles for Walter S. Zemaitis, P.A., and our check in the amount of \$ 122.50 for the following:

Filing Fee \$ 35.00
Registered Agent
Certified Copy 52.50
Charter Tax
Other

Total Charges \$ 122.50

If the above name is not available, please call me by telephone for another name. Thank you kindly for your assistance in this matter.

Sincerely yours,

George J. Lye Accountant

GJL/11 Enclosures X/n/2

- 896A-32599

P.S. I am also enclosing payment for annual registration of Goldhill Enterprises, Inc.

Thanks much.

ARTICLES OF INCORPORATION

OF

WALTER S. ZEMAITIS, P.A.

FILED
95 JE -2 FI 3 21
SECRETARE FOREST

The undersigned Incorporator, for the purpose of forming a professional corporation pursuant to the provisions of Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

WALTER S. ZEMAITIS, P.A. The principal place of business of the corporation shall be:

6001 N W 44 Way, Coconut Creek, FL 33073

ARTICLE II NATURE OF BUSINESS

The specific nature of business of the corporation shall be Real Estate Sales as governed by the licenses and statues of the state of Florida, more specifically the practice of Real Estate Agent along with any and all such other powers to have and hold property and transact business within the law.

ARTICLE III CAPITAL STOCK

The maximum number of shares of this corporation shall be One Hundred (100) shares, said shares having a par value of Ten Dollars (\$10.00) each; and to be fully paid and non-assessable; all of which shall be common stock; and the same shall be issued and sold for such consideration as may be fixed by the board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the by-laws of the corporation as the corporation may, from time to time, make, and all of said shares of stock shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

ARTICLE IV INITIAL CAPITAL

The amount of the capital with which this corporation will begin business will not be less than: One Thousand Dollars (\$1000.00).

ARTICLE_V

This corporation is to exist perpetually.

ARTICLE VI OFFICERS AND DIRECTORS

Walter S. Zemaitis

is the sole Officer and Director of this corporation, until such time that Associate(s) or Successor(s) are elected. As such, Walter S. Zemaitis shall fulfill all the roles of the Board of Directors and of the Officers, including President, Secretary and Treasurer.

ARTICLE VII INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is

Walter S. Zemaitis, 6001 NW 44 Way, Coconut Creek, FL

| IN WITNESS these Articles | or incorporation | rsigned Incorporator has | executed day of |
|------------------------------|------------------|--------------------------|-----------------|
| June_ | ,1996. | 011110 | 1_ |
| | | Walt & ((a) | Mart |
| | | INCORPORATOR | |

STATE OF FLORIDA COUNTY OF BROWARD

The forgoing Articles of Incorporation were acknowledged and sworn to before me this 18th day of 1996. by

DONNA L. PESSOLANO
My Comm Exp. 12/27/96
Bonded By Service Ins
No. CC248377
PUBLIC S
No. CC248377
Public S
No. CC248377

Notary Public

6-18-96

Date

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 of the Florida Statues, the undersigned Corporation, Walter S. Zemaitis, P.A. organised under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

- 1. The name of the corporation is: Walter S. Zemaitis, P.A.
- 2. The name and address of the registered agent and office is Walter S. Zemaitis, 6001 NW 44 Way, Coconut Creek, FL. 33073

President/Secretary/Director

DATE: 6-18-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 OF THE FLORIDA STATUTES.

Registered Agent

TE: 6 JUL -2 PH 3:
LIMINSSEE, FLOSTA