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July 16, 1996

FEDERAL EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

RE: JULES S. RICKLESS, P.A.

800001897038
-07/17/96--01085--015
***122.50 ***122.50

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	35.00
TOTAL:	\$122.50

Please return the certified copy to this office. Thank you for your attention as to this matter.

Very truly yours,



Edward A. Kerben

EAK./lh

Enclosures

FILED
95 JUL 17 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7.19.96
KR

**ARTICLES OF INCORPORATION
OF
JULES S. RICKLESS, P.A.**

FILED
JUL 17 1995
TALLAHASSEE
FLORIDA

The undersigned natural person, competent and licensed to practice real estate sales in the State of Florida, acting hereby as Incorporator for the purposes of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I--NAME, PRINCIPAL OFFICE & MAILING ADDRESS

The name of this corporation is JULES S. RICKLESS, P.A.

The principal office of this corporation shall be 7512 Dr. Phillips Boulevard, Suite 50-123, Orlando FL 32819.

The mailing address of this corporation shall be 7512 Dr. Phillips Boulevard, Suite 50-123, Orlando FL 32819.

ARTICLE II--DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III--PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of real estate, and all its fields of specializations, as are engaged in by JULES S. RICKLESS.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be real estate agents in good standing and duly licensed or otherwise legally authorized within the state of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV--CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to real estate agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE V--PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI--INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 276 SPRING SIDE ROAD, LONGWOOD FL 32779 and the name of the initial registered agent of this corporation at that address is JULES S. RICKLESS.

ARTICLE VII--BOARD OF DIRECTORS

This corporation shall have 1 director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than 3. The name and address of the initial Board of Directors of the corporation is:

JULES S. RICKLESS
7512 DR. PHILLIPS BOULEVARD
SUITE 50-123
ORLANDO FL 32819

ARTICLE VIII--INCORPORATOR

The name and address of the Incorporator signing these articles is:

JULES S. RICKLESS
7512 DR. PHILLIPS BOULEVARD
SUITE 50-123
ORLANDO FL 32819

ARTICLE IX--INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so take shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE X--SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that 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's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

XI-INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action take or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII--INDEMNIFICATION

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

ARTICLE XIII--BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of July, 1996.

BY: 

JULES S. RICKLESS, Incorporator

STATE OF FLORIDA
COUNTY OF Orange

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jules S. Rickless, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledge before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 16th
day of JULY, 1996.

NOTARY PUBLIC

Sign: Laura K. V. 16
Print: _____
State of Florida at Large (Seal)



LAVORINE TERESA VINCENI-HARMON
My Commission CG35055P
Expires Apr. 12, 1998
Bonded by HAI
800-422-1555

FILED
95 JUL 17 2:10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **JULES S. RICKLESS, P.A.**
2. The name and address of the registered agent and office is **JULES S. RICKLESS, 276 SPRING SIDE ROAD, LONGWOOD FL 32779.**

DATE: JULY 16, 1996

By: [Signature]
JULES S. RICKLESS
Incorporator/Director

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: JULY 16, 1996

By: [Signature]
JULES S. RICKLESS
Registered Agent