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1201 Hays Street

800-342-8086

CSC networks

Prentice Hall Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 049295 79811A

AUTHORIZATION : Prepaid

COST LIMIT : $ 122.50

ORDER DATE : August 9, 1996

ORDER TIME : 2:29 PM

ORDER NO. : 049295

CUSTOMER NO: 79811A

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-08/12/96--01008--006
****122.50 ****122.50

CUSTOMER: Don Zimmerman, Esq
DON F. ZIMMERMAN, ESQ

Suite A
2123 Northeast Coachman Road
Clearwater, FL 34625-2616

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -9 AM 9:40

DOMESTIC FILING

NAME: VINCENZO LOCRICCHIO, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

RECEIVED
96 AUG -9 PM 3:10
DIVISION OF CORPORATIONS

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: 8/12/96

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ARTICLES OF INCORPORATION
OF
VINCENZO LOCRICCHIO, P.A.

The undersigned person, competent and licensed to practice real estate in the State of Florida, acting hereby as Incorporator for the purpose 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 and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME: The name of this Corporation is:

VINCENZO LOCRICCHIO, P.A.

ARTICLE 2: DURATION: The term of existence of the Corporation is perpetual.

ARTICLE 3: 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 real estate professionals.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be real estate brokers and/or salesmen 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 4: CAPITAL STOCK:

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at One Dollar ($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 professionals 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 5: INITIAL REGISTERED OFFICE AND AGENT:

A. Principal Place of Business Registered Office: The principal place of business and/or mailing address of this Corporation, as well as its registered office address is 1506 River Oaks Drive, Tarpon Springs, Florida 34689.

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is VINCENZO LOCRICCHIO, JR.

ARTICLE 6: INCORPORATOR: The name and post office address of the sole incorporator is:

VINCENZO LOCRICCHIO, JR. 1506 River Oaks Drive,
Tarpon Springs, FL 34689

ARTICLE 7: INITIAL BOARD OF DIRECTORS: This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Name	Address
VINCENZO LOCRICCHIO, JR.	1506 River Oaks Drive, Tarpon Springs, FL 34689

ARTICLE 8: SEVERANCE AND TERMINATION OF EMPLOYMENT: If any officer, director, stockholder, agent or employee of the 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.

ARTICLE 9: INDEMNIFICATION: The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: AMENDMENT: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of August, 1996.

VINCENZO LOCRICCHIO, JR.,
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7 day of August, 1996, by VINCENZO LOCRICCHIO, JR., as incorporator of VINCENZO LOCRICCHIO, P.A., a Florida Professional Services corporation to be formed, who is personally known to me, or who has produced a valid Florida Driver's License as identification.

Signature

DON F. ZIMMERMAN
Print or Type Name of Notary

My Commission Expires:

Notary Public - State of Florida
(SEAL)

DON F. ZIMMERMAN
Notary Public, State of Florida
My Comm. Expires March 17, 2000
No. CC [illegible]
Bonded Thru [illegible]
1-(800) [illegible]

FILED
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CERTIFICATE
Designating Place of Business or Domicile
for the
Service of Process Within Florida,
Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted with respect to this corporation's replacement Registered Agent:

That VINCENZO LOCRICCHIO, P.A., desiring to organize or qualify under the laws of the State of Florida, with its place of business at 1506 River Oaks Drive, City of Tarpon Springs, State of Florida, has named VINCENZO LOCRICCHIO, JR., located at 1506 River Oaks Drive, City of Tarpon Springs, State of Florida, as its agent to accept service of process within Florida.

Signature _____
Title: Incorporator
Date: August 7, 1996

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.

Signature: _____
Registered Agent
Date: August 7, 1996

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DIVISION OF CORPORATIONS

96 AUG -9 AM 9:40

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this ___ day of August, 1996, by VINCENZO LOCRICCHIO, JR., who is personally known to me, or who has produced a Florida Driver's License as identification, and who did take an oath.

Signature

DON F. ZIMMERMAN

Print or Type Name of Notary

My Commission Expires:

Notary Public - State of Florida
(SEAL)

DON F. ZIMMERMAN
Notary Public, State of Florida
My Comm. Expires March 17, 2000
No. CC [illegible]
Bonded Thru Official Notary Service
1-800-[illegible]