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CHARLES V. BARRETT

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December 4, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/12/96--01078--011
*****70.00 *****70.00

RE: Incorporation of JAY BRYSON, P.A.

Dear Sirs and Mesdames:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent fee	35.00

Total	\$ 70.00
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Please file the original of the enclosed Articles of Incorporation.

Your prompt attention to this matter is appreciated.

Very truly yours,

CHARLES V. BARRETT III

Encls.
CVB:ap

FILED
95 DEC 12 PM 4:52
DIVISION OF STATE
TALLAHASSEE, FLORIDA

Charles Barrett GAVE
AUTHORIZATION BY PHONE TO
CORRECT ADD Prim. Address
DATE 12/16/96
JOC. EDW.

mc 12/16/96

ARTICLES OF INCORPORATION
OF

JAY BRYSON, P.A.

I, the undersigned, hereby organize a professional corporation for profit under the provisions of Chapters 607 and 621, Florida Statutes, and pursuant to the following Articles of Incorporation.

Article I

The name of the corporation shall be:

JAY BRYSON, P.A.

Article II

The general nature of the business to be transacted by the corporation shall be to engage in every aspect of the business of real estate sales and management. The professional service involved in the corporation's business of real estate sales and management may be rendered only through its officers, agents and employees who are duly authorized and registered to engage in the business of real estate sales and management in the State of Florida.

The corporation shall not engage in any business other than real estate sales and management. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

The corporation shall exist commencing on the date these Articles of Incorporation are filed with the Secretary of State, State of Florida.

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Article III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be seven thousand five hundred (7,500) shares of the par value of One (\$1.00) Dollar per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable. The corporation may issue and sell its common stock from time to time.

Article IV

The street address of the initial registered office of this corporation is 300 E. Idlewild Avenue, Tampa, Florida, 33604 and the name of the initial registered agent of this corporation at that address is JAMES A. BRYSON, JR.
This is also the Principal office and mailing address.

Article V

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
JAMES A. BRYSON, JR.	300 E. Idlewild Avenue Tampa, FL 33604

Article VI

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
JAMES A. BRYSON, JR.	300 E. Idlewild Avenue Tampa, FL 33604

Article VII

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and registered to engage in the business of real estate sales and management in the State of Florida, and who are employees, officers or agents of this corporation. In the event that a stockholder

(a) becomes disqualified to engage in the business of real estate sales and management in this State; or

(b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of the professional service in the area of real estate sales and management; or

(c) sells, transfers, hypothecates or pledges, or attempt to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles, or by the By-Laws of this corporation;

(d) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of By-Law provision or written agreement between the corporation and its stockholders or written

agreement among its stockholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is canceled by the corporation shall forthwith cease to be a stockholder, and except to receive payment for this stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in the corporation.

Article VIII

No stockholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and registered to engage in the business of real estate sales and management in the State of Florida.

The corporation's Board of Directors is specifically authorized from time to time to adopt By-Laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of his shares of stock.

Article IX

In furtherance of, and not in limitation of, the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed, and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The corporation shall have such officers as may from time to time be provided in the By-Laws, and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Director subject to the By-Laws.

3. Any director and any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, with or without cause, in such manner as may be provided in the By-Laws.

4. The Board of Directors shall have exclusive power to make, alter and repeal the By-Laws of the corporation.

Article X

The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles this 6 day of December, 1996. The undersigned hereby states he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

James A. Bryson, Jr.
JAMES A. BRYSON, JR., Subscriber
and Registered Agent

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared this day, JAMES A. BRYSON, JR., to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 6 day of December, 1996.

My Commission Expires:

Anne Phillips
Notary Public
State of Florida



ANNE PHILLIPS
MY COMMISSION # CC417734 EXPIRES
November 6, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED