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December 23, 1996

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

FILED
96 DEC 27 PM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: KATHLEEN M. DESPOTA, P.A.

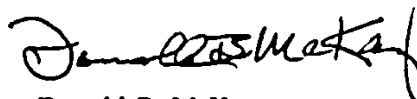
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Dear Sir:

I attach the following:

1. Original and signed copy of Articles of Incorporation; and
2. Original and signed copy of Certificate Designating Registered Agent and Registered Office for Service of Process, and the Agent's Acceptance; and
3. My check # 106 drawn payable to the Florida Department of State in the amount of \$122.50, representing payment of filing and certification fees. After filing, please return a signed copy of each of the foregoing instruments as a certified copy to this office.

Sincerely


Donald B. McKay

cc: Mrs. Kathleen M. Despota

12-97
TB

**ARTICLES OF INCORPORATION
OF
KATHLEEN M. DESPOTA, P.A.**

FILED
96 DEC 27 AM 11:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

THE UNDERSIGNED, as incorporator of a professional service corporation organized under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

1. The name of the corporation is **KATHLEEN M. DESPOTA, P.A.**
2. This professional service corporation is formed to engage in every phase and aspect of the professional practice of a Real Estate Broker and/or Real Estate Salesperson in the state of Florida. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or other types of investments, and own such real and personal property as may be necessary for the rendering of such professional services and the ownership, management, sale and transfer of its assets.
3. The corporation has the right to issue a total of One Thousand (1,000) shares of common capital stock, each such share having a par value of One Dollar (\$1.00) per share.
4. No shares of stock in this corporation shall be divided into classes. No shares of stock in this corporation shall be issued in series. No shares of the stock in this corporation shall be issued to anyone other than an individual or entity duly licensed to engage in the professional practice of a Real Estate Broker and/or Real Estate Salesperson in the State of Florida.
5. The name of the initial Registered Agent of this corporation is **KATHLEEN M. DESPOTA**.
6. The address of the initial Registered Agent of this corporation is **3020 Summervale Drive, Holiday, Florida 34691.**
7. The address of the initial principal office of this corporation is **3020 Summervale Drive, Holiday, Florida 34691.**

8. The business and affairs of this corporation shall be managed and conducted by a Board of Directors. the initial Board of Directors shall consist of one (1) member, who shall so serve until her successor has been elected during the first regular annual meeting of the Shareholders. The name and address of the initial Director of this professional service corporation is:

NAME
KATHLEEN M. DESPOTA

ADDRESS
3020 Summervale Drive
Holiday, FL. 34691

9. The Shareholders of this corporation do not have a right to cumulate their votes for Directors, or on any other matter.

10. The Shareholders of this corporation do not have a preemptive right to acquire this corporation's unissued shares of stock.

11. The name and address of the initial incorporator of this corporation, as well as the amount of stock to be initially purchased by such incorporator, are as follows:

NAME
KATHLEEN M. DESPOTA

ADDRESS
3020 Summervale Drive
Holiday, FL. 34691

SHARES

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12. The Shareholders of this professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the authorized and outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such a regulatory or restrictive provision shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of stock. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of a professional service corporation, under the laws of the state of Florida and the sale or transfer may be made only after it has been approved by the majority of shareholders at a meeting called especially for that purpose. If any shareholder

becomes legally disqualified to engage in the professional practice of a Real Estate Broker or a Real Estate Salesperson within the state of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, then that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

13. This corporation's Articles of Incorporation may be amended by the Board of Directors or the Shareholders of the corporation. In the event of a conflict, the decision of the Shareholders of the corporation will be controlling.

14. The initial By-Laws of this corporation shall be adopted by the initial Board of Directors of the corporation. This corporation's By-Laws may be repealed or amended by the Board of Directors or the Shareholders of the corporation. In the event of a conflict, the decision of the Shareholders of the corporation will be controlling.

DATED

INCORPORATOR

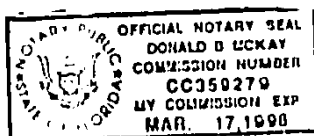
December 19, 1996


KATHLEEN M. DESPOTA

ACKNOWLEDGEMENT

**STATE OF FLORIDA,
COUNTY OF PASCO**

This foregoing Articles of Incorporation were acknowledged before me this December 19, 1996, by **KATHLEEN M. DESPOTA**, who took an oath and produced the following identification: a current Florida Driver's License.




DONALD B. MCKAY
Notary Public

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND OFFICE FOR SERVICE OF PROCESS
WITH THE STATE OF FLORIDA**

This Certificate is submitted pursuant to Chapters 48 and 607 and 607.0505, Florida Statutes.

1. **KATHLEEN M. DESPOTA, P.A.**, being a corporation duly organized under the laws of the State of Florida, hereby designates **KATHLEEN M. DESPOTA**, as Registered Agent for said corporation for service of process within the State of Florida.

2. In addition, the aforesaid corporation hereby designates 3020 Summervale Drive, Holiday, Florida 34691, Pasco County, Florida, as the street address of the Registered Office of the corporation.

Dated: December 19, 1996

KATHLEEN M. DESPOTA, P.A.

By: 

KATHLEEN M. DESPOTA

Incorporator

ACCEPTANCE

The undersigned, having been designated as Registered Agent to accept service of process for the above-named corporation, at the place designated in this Certificate, hereby accepts such designation; and further hereby acknowledges that the undersigned is familiar with and accepts the obligations established by Section 607.0505, Florida Statutes, a copy of which has been received by the undersigned this date.

Date: December 19, 1996



KATHLEEN M. DESPOTA

Registered Agent