

November 1, 1996

P97000002298

Divisions of Corporations
D.W. McKinnon, Division Director
P.O. Box 6327
Tallahassee, FL 32399

RE: Incorporation of New Business

Dear Sirs:

Enclosed are (1) articles of incorporation, (2) Certificate designating place of business, and (3) check in payment of incorporation fees as follows:

\$ 35.00 - Filing Fee - Profit Corporation
52.50 - Charter Tax (Minimum)
35.00 - Certificate Designating Registered Agent
\$122.50 Total Check

Please return the certified copy of these articles of incorporation to our office.

Sincerely,

Teri Purvis
Teri Purvis P.A.

FILED
97 JAN 13 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TERI PURVIS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is TERI PURVIS, P.A.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Professional Service Corporation is:

To engage in every phase and aspect of the business of rendering professional services to the public that a certified, registered or licensed real estate salesperson is authorized to render under the laws of the State of Florida. However, no professional services shall be rendered by this Corporation except through its officers, employees, and agents who are duly certified, registered or licensed or otherwise legally authorized to render such professional services within this State.

To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, partnerships, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

The general nature of the business to be transacted by this Professional Service Corporation as described in this Article is intended to comply with Florida Statutes Section 621.08.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code of 1986, as amended. None of the shares of this Corporation may be issued to any person other than an individual authorized to own such shares under the laws of the State of Florida in compliance with Florida Statutes Section 621.09.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence, and the existence shall commence on the filing of these Articles, pursuant to Florida Statutes Section 607.0203.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address and the mailing address of the Corporation is 325 Vanderbilt Beach Road, Naples, Florida 34108. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - INCORPORATOR

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

Teri Purvis
325 Vanderbilt Beach Road
Naples, Florida 34108

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 325 Vanderbilt Beach Road, Naples, Florida 34108, and the name of the initial registered agent of this Corporation at that address is Teri Purvis.

ARTICLE VIII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTORS

The name and address of the initial Director of this Board of Directors is:

Teri Purvis
325 Vanderbilt Beach Road
Naples, Florida 34108

ARTICLE X - RESTRICTION ON TRANSFER OF STOCK

No Stockholder of this Corporation may sell or transfer his shares of stock of this Corporation, except to another individual who is eligible to be a Stockholder of this Corporation pursuant to Florida Statutes Section 621.11.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to be voted thereon unless all Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made; however, in no event may any amendment provided that the Corporation may enter into any stock repurchase plan or issue any new shares without first acquiring the unanimous consent of all of the Stockholders. All rights of Stockholders are subject to these reservations.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this ____ day of _____, 1996.


Teri Purvis
"Incorporator"

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for TERI PURVIS, P.A., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.


Teri Purvis
"Registered Agent"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNANIMOUS CONSENT OF
THE BOARD OF DIRECTORS OF
TERI PURVIS, P.A.

The undersigned, being all the directors of TERI PURVIS, P.A., hereby consent to the adoption and approval of the following resolutions in accordance with Florida Statute Section 607.0821:

Officers

RESOLVED, the individuals whose names are set forth below are hereby elected to the offices set forth opposite their names, to hold such offices until the next annual meeting of the Board of Directors and until their respective successors are elected and have qualified, or until their earlier death, resignation or removal:

Teri Purvis

President/Secretary/Treasurer

Articles of Incorporation

RESOLVED, that a copy of the Articles of Incorporation of this corporation and Certificate of Incorporation of this corporation are hereby ordered to be entered in the minute book of this corporation preceding the minutes of this written action.

Bylaws

RESOLVED, that the Bylaws set out in this minute book following the Certificate of Incorporation and immediately preceding the minutes of this meeting are hereby ratified and approved.

Seal

RESOLVED, that the seal impressed on the margin of this page, adjacent to the records of this resolution, is adopted as the corporate seal of this corporation.

Stock Certificate

RESOLVED, that the form of stock certificate inserted in this minute book immediately following the minutes of this meeting and marked "specimen" is hereby ratified and approved, and that form shall be used in issuing certificates of stock of this corporation.

Banking Resolution

RESOLVED, the banking resolution attached to this written action is hereby ratified and approved and the bank designated therein shall be the depository of the corporate funds.

Issuance of Stock

RESOLVED, that the officers of this corporation be, and they hereby are, authorized in the name and on behalf of this corporation and under its corporate seal, or otherwise, to issue certificates representing ownership of shares of the common stock of this corporation in accordance with that certain Plan of Reorganization adopted as of even date herewith as follows:

<u>SHARES TO BE ISSUED TO</u>	<u>NO. OF SHARES</u>	<u>CERTIFICATE NUMBER</u>	<u>CONSIDERATION THEREFORE</u>
Teri Purvis	1,000	1	\$1,000

RESOLVED, that after receipt of the consideration set forth above, and upon the issuance of the aforesaid stock, the shares of common stock represented thereby shall be validly issued, fully paid and non-assessable shares of the common stock of this corporation.

S Corporation Election

RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to execute such documents and take such steps as may be necessary or appropriate to effect the election by this corporation to be taxed as an S corporation in accordance with the Internal Revenue Code of 1986, as amended.

Further Action

RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed, in the name of and on behalf of this corporation and under its corporate seal, or otherwise, to take such action as they deem appropriate or necessary to carry out the intent and accomplish the purpose of the foregoing resolutions.

11-1-96
Date


Teri Purvis