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Susan McGraw, P.A.  
7030 Southwest 26th Court  
Miramar, Florida 33023

January 10, 1997

Florida Department of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32301

200002071192--3  
-01/28/97--01162--005  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Please file the enclosed Articles of Incorporation for Susan McGraw, P.A., and send me a certified copy for my records. Enclosed also please find my check for \$122.50 to cover the various taxes for the corporation.

If you have any questions, please contact me at the above address or telephone (954) 961-1040. Thank you for your cooperation.

Sincerely,

*Susan McGraw*  
Susan McGraw

FILED  
97 JAN 28 PM 4: 56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

*Joe*  
*1/31*

**ARTICLES OF INCORPORATION  
OF  
SUSAN MCGRAW, P.A.**

FILED  
97 JAN 28 PM 4: 56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - Name and Address**

The name and address of this Corporation is:

Susan McGraw, P.A.,  
7030 Southwest 26th Court  
Miramar, Florida 33023

**ARTICLE II - Duration**

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

**ARTICLE III- Purpose**

This Corporation is organized for the following purposes: This Corporation may engage in sales and purchases of real estate and act as a real estate person. It also may engage in any and all lawful activities allowable under the laws of the United States and of the State of Florida

**ARTICLE IV - Capital Stock**

This Corporation is authorized to issue FIVE HUNDRED (500) shares of ONE DOLLAR (1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V - Initial Capital**

The amount of capital with which this Corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

**ARTICLE VI - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which she already holds, shall have the right to purchase this 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 VII - Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is: 7030 Southwest 26th Court, Miramar, Florida 33023 and the name of the Initial Registered Agent of this Corporation at that address is Susan McGraw.

**ARTICLE VIII - Initial Board of Directors**

The initial Board of Directors of this Corporation shall have ONE (1) Director initially. The number of directors may either be 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 the Corporation is:

Susan McGraw	President/ Secretary	7030 Southwest 26th Court Miramar, Florida 33023
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This officer shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified.

**ARTICLE IX - Incorporator**

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

Susan McGraw	7030 Southwest 26th Court Miramar, Florida 33023
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**ARTICLE X - Indemnification**

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI - By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XII - Restrictions on Transfer of Stock**

The shares of capital stock of this Corporation shall be issued initially to the following person in the amount set opposite her name.

Susan McGraw      500 Shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of the Corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

**ARTICLE XIII - Calling of Special Meetings**

Special meetings of shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

**ARTICLE XIV - Shareholder Quorum and Voting**

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV - Management of Corporation by Directors**

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

**ARTICLE XVI - Removal of Directors**

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

**ARTICLE XVII - Director Quorum and Voting**

FIFTY ONE PERCENT (51%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) shall be the act of the Board of Directors.

**ARTICLE XVIII - Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIX - Action by Directors Without a Meeting**

The Directors of this Corporation may take action by written consent, as provided by law.

**ARTICLE XX - Dividends**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

**ARTICLE XXI - Amendment**

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of  
Incorporation at Hollywood, Florida this 10th day of January, 1997 for the uses and  
purposes aforesaid.

  
\_\_\_\_\_

Susan McGraw, Subscriber

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared Susan  
McGraw, to me known, and known by me to be the person who executed the above  
and foregoing Articles of Incorporation, for all those purposes therein expressed.

WITNESS my hand and official seal in the State and County last  
aforesaid on the 10th day of January, 1997.

  
\_\_\_\_\_  
Notary, Public, State of Florida at Large

My commission expires:



BERDYNE D. FREINBERG  
COMMISSION # CC 447278  
EXPIRES MAR 22, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.



**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
97 JAN 28 PM 4: 56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

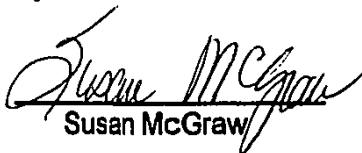
In pursuance of chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That Susan McGraw, P.A. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miramar, County of Broward, State of Florida has named Susan McGraw, located at 7030 Southwest 26th Court, City of Miramar, County of Broward, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

  
Susan McGraw