

P970000014266



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 259048 5017100

AUTHORIZATION :

COST LIMIT : \$122.50

FILED
97 FEB 13 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 13, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 259048-005

CUSTOMER NO: 5017100

200002086892--1

CUSTOMER: Robert W. Bible, Jr., Esq
LOPEZ & KELLY, P.A.

Suite 500
4600 West Cypress Street
Tampa, FL 33607

DOMESTIC FILING

NAME: CYNDEE JACOBS, 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

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECORDED
97 FEB 13 AM 10:40
DIVISION OF CORPORATION

142
2-13-97

**ARTICLES OF INCORPORATION
OF
CYNDEE JACOBS, P.A.
A FLORIDA PROFESSIONAL CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice as a real estate broker-salesperson 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 Statutes, Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

**Name of Corporation, Principal Place of Business
and Mailing Address**

The name of this Corporation shall be **CYNDEE JACOBS, P.A.** and the initial street address of its principal place of business shall be 14823 N. Dale Mabry, Tampa, Florida 33618.

ARTICLE II

Purposes

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 as a licensed real estate broker or licensed real estate broker-salesperson, and all its fields of specializations, as are engaged in by licensed real estate brokers, licensed real estate broker-salespersons, or licensed real estate salespersons.

(b) To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service of real estate broker, real estate broker-salesperson or real estate salesperson 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 III
Capital Stock

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7500 shares of common stock at \$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 brokers, real estate broker-salespersons or real estate salespersons 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 IV
Duration

The corporation shall have perpetual existence.

ARTICLE V
Registered Agent

The address of this corporation's initial registered office is 4600 W. Cypress St., Suite 500, Tampa, Florida 33607 and the name of its initial registered agent at said address is **ROBERT W. BIBLE, JR.**

ARTICLE VI
Incorporator

The name and address of the Incorporator is as follows:

CYNDEE JACOBS
14823 N. Dale Mabry
Tampa, Florida 33618

ARTICLE VII
Board of Directors

The corporation shall initially have a Board of Directors consisting of one (1) person(s). The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

CYNDEE JACOBS
14823 N. Dale Mabry
Tampa, Florida 33618

ARTICLE VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by the required majority of the Shareholders entitled to vote upon such action at a meeting, severally or collectively, and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this 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. The purchase of such shares shall be at a price and in accordance with payment terms as may be established by written agreement in effect between the shareholders of this Corporation.

ARTICLE X
Informal Director Action

If the required majority of the Directors severally or collectively consent in writing to any action taken or to be taken

by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE XII
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Corporation.

ARTICLE XIII
Proxies

No Shareholder may enter into a proxy, voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any of his or her stock in the Corporation.

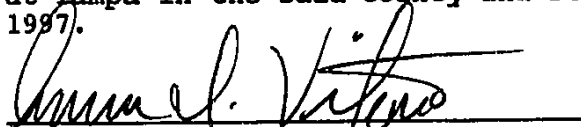
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 12th day of February, 1997.


CYNDEE JACOBS
Incorporator

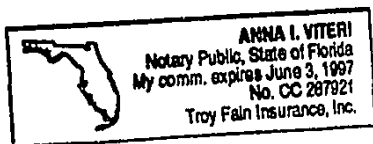
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared CYNDEE JACOBS, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
at Tampa in the said County and State, this 12th day of February,
1997.


NOTARY PUBLIC
State of Florida at Large

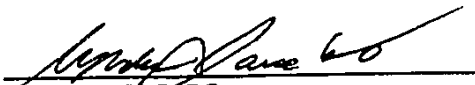
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

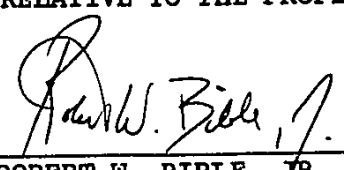
IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST--THAT **CYNDEE JACOBS, P.A.** DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED **ROBERT
W. BIBLE, JR.**, LOCATED AT 4600 W. CYPRESS STREET, SUITE 500, TAMPA,
FLORIDA 33607, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.



CYNDEE JACOBS
(CORPORATE OFFICER)
TITLE: PRESIDENT
DATE: 2/12/97, 1997

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 ALL MATTERS.



ROBERT W. BIBLE, JR.
(RESIDENT AGENT)
DATE: February 12, 1997

FILED
97 FEB 13 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA