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February 13, 1997

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

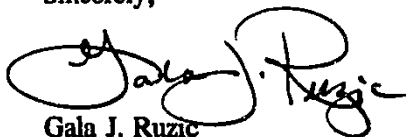
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Re: Professional Services Corporation Filing

Dear Sir or Madam:

Enclosed herewith are the Articles of Incorporation for Janet Woods, P.A. and a filing check in the amount of \$122.50 (\$70.00 filing fee and \$52.50 for a Certified Copy). Please return the Certified Copy of the Articles in the self-addressed stamped envelope provided for your convenience. If you have any questions regarding this filing, please do not hesitate to contact us directly. Your assistance in this matter is greatly appreciated.

Sincerely,


Gala J. Ruzic
Paralegal

/gr

Enclosures

FEB 20

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 17 AM 8:49

FILED

ARTICLES OF INCORPORATION
OF
JANET WOODS, P.A.

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97 FEB 17 AM 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, being duly licensed to practice real estate under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME AND MAILING ADDRESS

The name of the professional service corporation is JANET WOODS, P.A., 425 Germain Avenue, Naples, Florida 34108.

ARTICLE II. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of operating and acting as a licensed real estate agent pursuant to Chapter 475, Florida Statutes. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE III. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Department of State of Florida.

ARTICLE IV. CAPITAL STOCK

The capital stock of the professional service corporation shall be one hundred (100) shares of common stock having a par

value of One Dollar (\$1.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice real estate in the State of Florida.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 425 Germain Avenue, Naples, Florida 34108. The name of the initial registered agent at that address is Janet Woods.

ARTICLE VI. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is Janet Woods, 425 Germain Avenue, Naples, Florida 34108.

ARTICLE VII. SUBSCRIBERS

The name and address of the person signing these articles of incorporation as subscriber is Janet Woods, 425 Germain Avenue, Naples, Florida 34108.

ARTICLE VIII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service 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 professional service corporation; provided, however, that such regulatory or restrictive provisions 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 such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to operate and act as a licensed real estate agent in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws of the shareholders.

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE X. INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on the 15 day of February, 1997.

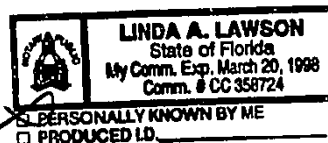
Janet Woods
Janet Woods, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing articles of incorporation were acknowledged before me this 14 day of February, 1997.

[SEAL]

Linda A. Lawson
Notary Public: _____



FILED

CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT

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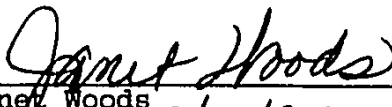
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.05, Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is JANET WOODS, P.A.
2. The name and address of the registered office and registered agent is Janet Woods, 425 Germain Avenue, Naples, Florida 34108.


Janet Woods, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Janet Woods
Date: 2/15/97