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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: BRIAN HURLEY, P.A.
AUDIT NUMBER.....H97000004150
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1997

ACE

SUBJECT: BRIAN HURLEY, P.A.
REF: W97000005705

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FAX Aud. #: H97000004150
Letter Number: 597A00012381

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-4150

ARTICLES OF INCORPORATION

of BRIAN HURLEY, P.A.

a PROFESSIONAL ASSOCIATION formed under the Professional Service Act.

The nature of Business is acting as Buyer's Agent in Real Estate transactions.

Article 1: Name of the Corporation: BRIAN HURLEY, P.A.

Address of the Corporation: 5425 SOUTH SEMORAN BOULEVARD #7-A
ORLANDO, FLORIDA 32822

Article 2: DURATION: Term of existence of the corporation is perpetual

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.

PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

5425 SOUTH SEMORAN BOULEVARD #7-A, ORLANDO, FLORIDA 32822

and the name of the initial registered agent at such address is BRIAN HURLEY, P.A.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Brian Hurley
Signature of Registered Agent

3/7/97

Date

Article 6: The board of directors are as follows

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. BRIAN HURLEY, P.A.

5425 SOUTH SEMORAN BOULEVARD #7-A

ORLANDO, FLORIDA 32822

Article 7: No shareholder of this corporation may sell or transfer shares of stock of this corporation except to another individual who is licensed to practice the profession herein provided and such sale or transfer may be made only after the same has been approved at a stockholder's meeting called for such purpose. If any stockholder shall become disqualified to practice the profession herein provided, be elected to public office or accepts employment which places restrictions or limitations upon the continued rendering of such professional services, such stockholder's shares of stock shall immediately become subject to purchase by the corporation or other stockholders in accordance with contractual arrangements between the corporation or by resolution adopted by the stockholders of this corporation.

H97-4150

PREPARED BY:
ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33138
305-358-2571

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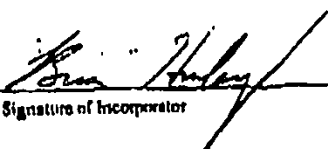
Article 8: The Name and address of the incorporator is:

BRIAN HURLEY, P.A.

5425 SOUTH SEMORAN BOULEVARD #7-A

ORLANDO, FLORIDA 32822

In witness whereof I have subscribed my name


Signature of Incorporator

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