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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: KATHLEEN B. STEVENS, PROFESSIONAL ASSOCIATIO
AUDIT NUMBER.....H97000004157
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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Handwritten signature and date: 3/11/97

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(5)

ARTICLES OF INCORPORATION

OF

KATHLEEN B. STEVENS, PROFESSIONAL ASSOCIATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is KATHLEEN B. STEVENS, PROFESSIONAL ASSOCIATION

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of providing professional real estate sales and brokerage services to the public. The sole and exclusive professional service to be rendered by the corporation is commercial and residential real estate sales and brokerage services.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

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

ARTICLE VI - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of KATHLEEN B. STEVENS, PROFESSIONAL ASSOCIATION is 4352 Forest Hill Blvd., West Palm Beach, FL 33406.

Prepared by:
Kirk Grantham, Esq.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406
(561) 966-6211
Fla. Bar No. 133803

H97000004 157

H97000004157

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is KIRK GRANTHAM, 1860 Forest Hill Blvd., Suite 105, West Palm Beach, FL 33406.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

Kathleen B. Stevens 121 Yale Drive
Lake Worth, FL 33460

ARTICLE IX - INDEMNIFICATION


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

ARTICLE X - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Kathleen B. Stevens 121 Yale Drive
Lake Worth, FL 33460

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 7th day of March, 1997.


KATHLEEN B. STEVENS

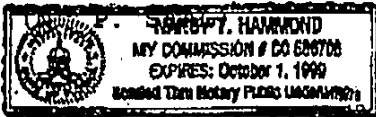
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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7th
day of March, 1997 by KATHLEEN B. STEVENS who is personally known
to me or who produced _____ as
identification.



Nancy T. Hammond
Notary Public, State of Florida

NANCY T. HAMMOND
Print or stamp name of notary public, commission
number and date of expiration

nch:stevens.art

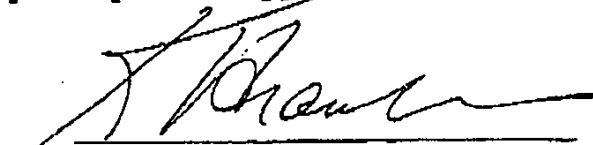
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DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

KATHLEEN B. STEVENS, PROFESSIONAL ASSOCIATION hereby appoints
KIRK GRANTHAM to act as Registered Agent for the purpose of
accepting service of process in accordance with the provisions of
Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.


KIRK GRANTHAM

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