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March 10, 1997

TRANSMITTAL LETTER

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Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

SUBJECT: URSULA SWART, P.A.

Enclosed please find an original and two (2) copies of the articles of incorporation together with a check in the amount of \$131.25 to cover costs for the following: 1) filing fee, 2) certified copy of articles, and 3) certificate.

From: Name: David J. Szempruch *DS*  
Address: 5100 North Tamiami Trail, Suite 201  
Naples, Florida 34105  
Day Phone: (941) 261-8484

MAR 18

*BSB*

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97 MAR 11 PM 12:24  
STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
URSULA SWART, P.A.

FILED

97 MAR 11 PM 12:25

STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a duly licensed land surveyor in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Services Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I NAME

1.01. The name of the corporation shall be:

URSULA SWART, P.A.

ARTICLE II COMMENCEMENT AND DURATION

2.01. The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III PURPOSE

3.01. The corporation is organized for the purpose of performing professional real estate brokerage services as a licensed real estate salesperson, and to take all actions that are necessary or proper within that practice.

ARTICLE IV PRINCIPAL OFFICE

4.01. The principal place of business and mailing address of this corporation shall be:

300 Misty Pines Circle, C-201  
Naples, Florida 34105

4.02 The corporation shall have such other offices as the shareholders may from time to time authorize

## ARTICLE V CAPITAL STOCK

5.01. The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred (500) shares at one dollar (\$1.00) par value of a single class designated as *Common Stock*.

## ARTICLE VI BOARD OF DIRECTORS

6.01. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

6.02. Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

6.03. The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

6.04. The name and address of the initial director of the corporation is:

<u>Director</u>	<u>Address</u>
URSULA SWART	300 Misty Pines Circle, C-201 Naples, Florida 34105

6.05. At least one (1) principal officer of the Corporation shall be registered as provided by chapter 475, Florida Statutes.

## ARTICLE VII BYLAWS

7.01. The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

7.02. The affirmative vote of the holders of at least sixty percent (60%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

ARTICLE VIII AMENDMENT

8.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE IX INITIAL REGISTERED AGENT AND STREET ADDRESS

9.01. The name and address of the initial registered agent is:

DAVID J SZEMPRUCH, ESQ.  
5100 North Tamiami Trail, Suite 201  
Naples, Florida 34103

ARTICLE X INDEMNIFICATION

10.01. The corporation shall indemnify any officer(s) or director(s), or any former officer(s) or Director(s), or any person exercising powers and duties as an officer or director of the corporation to the full extent permitted by law.

ARTICLE XI INCORPORATOR(S)

11.01. The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

DAVID J. SZEMPRUCH, ESQ.  
5100 North Tamiami Trail, Suite 201  
Naples, Florida 34103

The undersigned incorporator has executed these Articles of Incorporation this 10th day of March, 1997.

  
\_\_\_\_\_  
Signature:

FILED

97 MAR 11 PM 12:25

TALLAHASSEE, FLORIDA

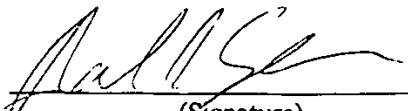
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA 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: URSULA SWART, P.A.
2. The name and address of the registered agent/ office is:

DAVID J. SZEMPRUCH, ESQ.  
5100 North Tamiami Trail, Suite 201  
Naples, Florida 34103

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.

  
(Signature)

3-10-97  
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314