

STANLEY E. MARABLE
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P97000024885

March 7, 1997

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

RE: The Buyer's Broker of Southwest
Florida Referral Network, Inc.

200002114622--8
-03/17/97--01032--005
*****70.00 *****70.00

Dear Sir:

Please find enclosed two original Article of Incorporation and Designation of Resident Agent. Also enclosed is my check in the sum of \$ 70.00 to cover the costs of the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
	\$ 70.00

Thank you for your anticipated cooperation in this matter. If you have any questions, please contact my office.

Sincerely yours,

MAR 19

BSB

Stanley E. Marable

STANLEY E. MARABLE

Enclosures
(Articles, designation, and check)

FILED
97 MAR 17 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
THE BUYER'S BROKER OF SOUTHWEST FLORIDA
REFERRAL NETWORK, INC.

FILED
97 MAR 17 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being the incorporator for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

THE BUYER'S BROKER OF SOUTHWEST FLORIDA REFERRAL NETWORK, INC.

ARTICLE II

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act, and any activity of business permitted under the laws of the United States.

ARTICLE III

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be seventy-five hundred (7,500) shares of common stock, having a par value of one dollar (\$ 1.00) per share.

ARTICLE V

Every shareholder shall have the right to purchase their pro-rata share of any new stock in this Corporation of the same kind, class or series as that which he/she already holds at the price at which it is offered to all other shareholders.

ARTICLE VI

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII

PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

770 South Palm Avenue
Sarasota, Florida 34236

ARTICLE VIII

NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) nor more than five (5) persons, as shall be designated in the By-Laws.

ARTICLE IX

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the First Board of Directors who shall hold office until the annual meeting of the stockholders to be held in the year 1996, and until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Thomas E. Coler	770 South Palm Avenue Sarasota, Florida 34236	President/Secretary/ Treasurer

ARTICLE X

INCORPORATORS

The name and post office address of each incorporator to this Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Thomas E. Coler	770 South Palm Avenue Sarasota, Florida 34236	President/Secretary/ Treasurer

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 770 South Palm Avenue, Sarasota, Florida 34236 and the name of the initial registered agent of this Corporation at that address is Thomas E. Coler.

ARTICLE XII

SPECIAL PROVISIONS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein is granted subject to this reservation.

IN WITNESS HEREOF, I, the undersigned, being the original incorporator herein named, have hereunto set my hand and seal on February ____, 1997.

 (SEAL)

STATE OF FLORIDA

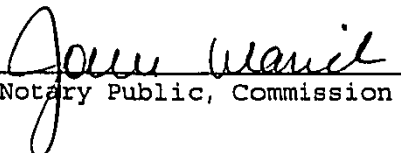
COUNTY OF COLLIER

I HEREBY CERTIFY, that on ^{March}~~February~~ 4, 1997 personally
appeared, before me the undersigned authority:

THOMAS E. COLER

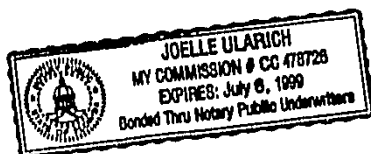
to me well known, and known to me to be the person described in and
who acknowledged to me that he executed the foregoing Certificate of
Incorporation as his free act and deed for the uses and purposes
therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
Official Seal, on the date last above written.


Notary Public, Commission No.

Name of Notary, typed or stamped

(SEAL ABOVE)



FILED

97 MAR 17 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That THE BUYER'S BROKER OF SOUTHWEST FLORIDA REFERRAL NETWORK, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at Sarasota, County of Sarasota, State of Florida, has named Thomas E. Coler, located at 770 South Palm Avenue, Sarasota, Florida 34236, County of Sarasota, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: 

THOMAS E. COLER
Resident Agent

DATED: 3/14/97