

MAY 1, 1997

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

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-05/03/97- 01120- 000
****122.50 ****122.50

DEAR SIRs:

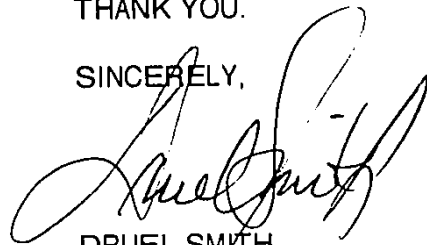
ATTACHED ARE THE ARTICLES OF INCORPORATION FOR **ASSOCIATED
MANAGEMENT & CONSULTING SERVICES, INC.**

ALSO ENCLOSED IS OUR CHECK FOR \$122.50 COVERING THE VARIOUS FEES.

PLEASE CONFIRM RECEIPT AND CONTACT US AT THE ADDRESS BELOW IF YOU
HAVE ANY QUESTIONS.

THANK YOU.

SINCERELY,



DRUEL SMITH
TREASURER
ASSOCIATED MANAGEMENT & CONSULTING SERVICES, INC.
2901 CURRY FORD ROAD
SUITE 208
ORLANDO, FLORIDA 32806

FILED
97 MAY -8 AM 9:43
TALLAHASSEE, FLORIDA

F. G. WILSON MAY 13 1997

ARTICLES OF INCORPORATION ASSOCIATED MANAGEMENT & CONSULTING SERVICES, INC.

The undersigned acting as incorporators of a corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I

Name The name of the corporation is **ASSOCIATED MANAGEMENT & CONSULTING SERVICES, INC.** sometimes hereinafter referred to as the "Corporation."

ARTICLE II

Principal Place of Business and Mailing Address The principal place of business and mailing address of this corporation shall be: 2901 Curry Ford Road, Suite #208, Orlando, Florida 32806

ARTICLE III

Purpose(s) The Corporation shall provide the services of real estate, property management, maintenance, consultation. The Corporation shall also provide real estate services including the sale, lease, rental and related real estate functions as allowed for licensed real estate brokers and salespersons. The Corporation will permit pecuniary gain or profit to the Directors, and distribution of its income to its officers and/or directors. The Corporation shall exist for all of the following purposes:

- (A) To engage in the business of and enter into contracts with condominiums and homeowner associations for real estate and property management services.
- (B) To engage in the business of listing, renting, leasing, selling and brokering commercial and residential properties as provided in the State of Florida for Real Estate Brokers and Salespersons.
- (C) Consulting services to include computer set up and implementation, business start up, community, homeowner association and condominium self management, medical and health care consulting, transcription and billing.

ARTICLE IV

STOCK Total initial shares of Stock in the Corporation to be issued to Stockholders. The total shares to be issued originally shall be **One Hundred (100) Shares issued at a par value of Ten Dollars (\$10.00) per share.** Share of stock may be increased with an affirmative vote of all stockholders.

ARTICLE V

Stockholders & Initial Issue of Stock The Directors of the Corporation shall be the Stockholders of the Corporation, who shall purchase shares at par value of \$10.00 per share. Sale of issued stock or additional stock issued may be sold only to existing stockholders unless there is an affirmative vote agreeing to the sale of the stock to a non-stockholder.

One Hundred (100) shares of the capital stock of this corporation shall be issued initially to the following named individual stockholders and in the amount set opposite their name:

NAME	SHARES	VALUE
Henrietta Smith	25	\$250.00
Druel Smith	25	\$250.00
Carolyn Ingram	25	\$250.00
Jonnie L. Butler	25	\$250.00

ARTICLE VI

Subscribers The names and residences of the subscribing incorporators of these Articles of Incorporation are

Henrietta Smith	3419 Brookwater Circle	Orlando, Florida 32822
Carolyn Ingram	2934 Claremont Court	Orlando, Florida 32822
Druel Smith	3419 Brookwater Circle	Orlando, Florida 32822
Jonnie L. Butler	3703 Atrium Drive	Orlando, Florida 32822

ARTICLE VII

Directors Directors of the Corporation shall be the stockholders of the Corporation. All stockholders shall be directors of the Corporation as long as they own stock in the Corporation.

ARTICLE VIII

Officers Officers of the Corporation shall be elected annually by a majority vote of the Board of Directors. Officers of the Corporation shall be stockholders, and all stockholders shall hold an office of the Corporation.

The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer.

<u>Officer</u>	<u>Name</u>	<u>Residence</u>	
President	Henrietta Smith	3419 Brookwater Circle	Orlando, Florida 32822
Vice President	Carolyn Ingram	2934 Claremont Court	Orlando, Florida 32822
Secretary	Jonnie L. Butler	3703 Atrium Drive	Orlando, Florida 32822
Treasurer	Druel Smith	3419 Brookwater Circle	Orlando, Florida 32822

ARTICLE IX

Annual Meeting The annual meeting of the Corporation shall be held on January 10th each year. The election of officers shall be conducted at the annual meeting.

ARTICLE X

Dissolution of Corporation The corporation may be dissolved with the consent given and signed by all Directors.

ARTICLE XI

Duration The Corporation shall have perpetual existence.

ARTICLE XII

Amendments The Articles may be amended by resolution approved by all Directors.

ARTICLE XIII

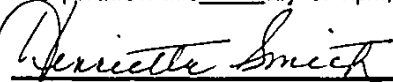
Registered Address and Registered Agent The registered office of the Corporation is: 2901 Curry Ford Road, #208, Orlando, Florida 32806


The Registered Agent is: Carolyn Ingram, 2934 Claremont Court, Orlando, Florida 32822

ARTICLE XIV

Dividends No Dividends shall be authorized and distributed during the first year of the existence of the corporation. Thereafter, dividends shall be authorized and distributed in accordance with the decision of the Board of Directors impaneled at that time.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this ____ day of April, 1997


Henrietta Smith


Jonnie L. Butler


Carolyn Ingram


Druel Smith

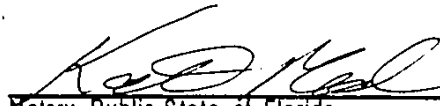
FILED
97 MAY - 8 AM 9:43
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
SEMINOLE COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgements, in the State and County set forth above personally appeared HENRIETTA SMITH, JONNIE BUTLER, CAROLYN INGRAM, DRUEL SMITH, who are personally known to me or who provided identification as to their identity, and executed the foregoing Articles of Incorporation, and they acknowledged before me that she executed same.


IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 30 day of April, 1997.




Notary Public-State of Florida
My Commission Expires:

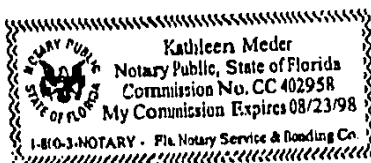
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

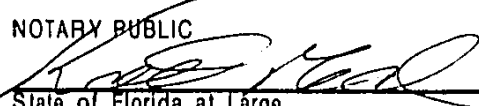
Having been named to accept service of process for ASSOCIATED MANAGEMENT & CONSULTING SERVICES, INC. at the place designated in the articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501 (3).


Carolyn Ingram

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30 day of April, 1997 by Carolyn Ingram who is personally known to me and who did take an oath.



NOTARY PUBLIC

State of Florida at Large
My Commission Expires: