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NAME: PROFESSIONAL REALTY AND MANAGEMENT SERVICES,  
AUDIT NUMBER.....H97000008643  
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

May 27, 1997

EMPIRE CORPORATE KIT CO

SUBJECT: PROFESSIONAL REALTY AND MANAGEMENT SERVICES  
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ARTICLES OF INCORPORATION  
OF

PROFESSIONAL REALTY and MANAGEMENT SERVICES, INC.

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation is: PROFESSIONAL REALTY and MANAGEMENT SERVICES, INC..

ARTICLE II

Term of Corporate Existence

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

Purpose

The purposes for which the Corporation is organized are:

(a) The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(b) To acquire by purchase, or otherwise, for investment or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of, for cash or on credit by conveyance, agreement for

This Instrument Prepared By:

Donald P. Marder, Esq.  
1390 S. Dixie Highway, Suite 1203  
Coral Gables, FL 33146  
Fla. Bar No. 050956 (SDS) 666-0084

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deed, or other lawful instrument, real estate, or mixed property, located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner, agent or broker, in real estate personal and mixed property and any interest or estate therein, including subdivision, apartment houses, residences, stores, office buildings, manufacturing sites, and the lots or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to an investor in real and personal property.

(c) To lend and borrow money, be a surety, execute bail bonds and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges, and or other securities for the payment of same.

(d) To acquire by purchase, subscription, or otherwise, and mortgage, pledge, or otherwise dispose of bonds, notes or other securities or evidences of indebtedness, and the shares of capital stock created and issued by any other corporation or corporations, association or associations, and to purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities or evidence created by or issued by any other corporation or corporations, association or associations, and while the owner of such stock, to exercise all rights, powers and privileges as such ownership, including the right to vote the same, and to do any and all lawful acts or things designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of

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indebtedness<sup>⊕</sup> and to guarantee dividends upon shares of the capital stock of any other corporation in which this corporation, at any time, may be interested as a stockholder thereof, and to endorse or otherwise guarantee the principal and interest, or either thereof, of notes, bonds or other evidences of indebtedness created by issue or such corporation; to deal in its own stocks or brokerage business.

#### ARTICLE IV

##### Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share.

#### ARTICLE V

##### Initial Principal Address

The address of the principal office is: 950 North Federal Highway, Suite 219, Pompano Beach, Florida 33062.

#### ARTICLE VI

##### Initial Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is: 950 North Federal Highway, Suite 219, Pompano Beach, Florida 33062, and the name of the initial registered agent at such address is: FREDRIC B. LAYNE.

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

*Fredric B. Layne*  
FREDRIC B. LAYNE

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ARTICLE VII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of Two (2) Directors.

ARTICLE VIII

Initial Board of Directors

The names and addresses of the persons who shall serve as Directors until the First Annual Meeting of Shareholders, and thereafter, or until their successors have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Fredric B. Layne	950 N. Federal Hwy., Suite 219 Pompano Beach, Florida 33062
Douglas Layne	950 N. Federal Hwy., Suite 219 Pompano Beach, Florida 33062

ARTICLE IX

Initial Incorporator

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Address</u>
Fredric B. Layne	950 N. Federal Hwy., Suite 219 Pompano Beach, Florida 33062

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ARTICLE X

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation, which may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

ARTICLE XI

Indemnification of Directors and Officers

1. The Corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person or an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable grounds for belief

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that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or by reason of his being or having been a director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal deem proper.

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2. Any indemnification under Section (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amount for which director or officer seeks indemnification were property incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (a) by the Board of Directors by a majority vote of quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable a quorum consisting of stockholders who were not parties to such action, suit or proceedings.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under application law.

#### ARTICLE XII

##### Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Pompano Beach, Broward County, Florida, on this 20 day of May, 1997.

  
FREDRIC B. LAYNE, INCORPORATOR

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STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF BROWARD     )

I HEREBY CERTIFY, that on this day personally appeared before me, the undersigned authority, **FREDRIC B. LAYNE**, to me well known to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of May, 1997.

OFFICIAL NOTARY SEAL  
LINDA B. MASON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC338463  
MY COMMISSION EXP. MAR. 10, 2000

Linda B. Mason  
Print Name

My Commission Expires:

OFFICIAL NOTARY SEAL  
LINDA B. MASON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC338463  
MY COMMISSION EXP. MAR. 10, 2000

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