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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: JEAN M. WITHALL, P.A. AUDIT NUMBER.....H97000011555 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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ARTICLES OF INCORPORATION
OF
JEAN M. WITHALL, P.A.

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The undersigned incorporator, for the purpose of forming a Professional Association under the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Professional Association is: JEAN M. WITHALL, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 999 Butternut Terrace, Boca Raton, FL 33486.

ARTICLE III - PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of real estate sales, and all its fields of specializations.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be members in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

Law Offices of Steven Serio
2101 Corporate Blvd., N.W.
Suite 325
Boca Raton, FL 33431
BRR-11-0046736

Telephone: 561-000-0202

Facsimile: 561-080-0700

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ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 500 shares of Common Stock, for a nominal or par value of \$1.00 per share.

ARTICLE V - CORPORATE ELECTION

The corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act, §621, Florida Statutes.

ARTICLE VI - DURATION

The Corporation shall have perpetual existence.

ARTICLE VII - SEVERANCE AND TERMINATION

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any stockholder, purchase such stockholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

STEVEN SERLE, ESQUIRE, Law Offices of Steven Serle, 2101 Corporate Boulevard, N.W., Suite 325, Boca Raton, FL 33431

Law Offices of Steven Serle
2101 Corporate Blvd., N.W.
Suite 325
Boca Raton, FL 33431

Telephone: 561-660-0202

Facsimile: 561-660-8760

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ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, or by a resolution of the majority of the stockholders, but shall never be less than one (1). The names and addresses of the initial Director of this corporation are:

Jean M. Withall
999 Butternut Terrace
Boca Raton, FL 33486

ARTICLE XI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

STEVEN SERLE, ESQUIRE
2101 Corporate Boulevard, N.W., Suite 325
Boca Raton, FL 33431

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE XIII - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stockholders is subject to the same reservation, provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 14th day of July, 1997.


Steven Serle, Esquire, Incorporator

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

In pursuance to Chapter 607, and Chapter 621 of the Florida Statutes, the following is submitted, in compliance with said Act.

That Jean M. Withall desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton State of Florida has named Steven Serle, Esquire as its agent to accept service of process within this State.

1. The name of the Professional Service Corporation is: JEAN M. WITHALL, P.A.
2. The name and address of the registered agent and office is:

STEVEN SERLE, ESQUIRE
Law Offices of Steven Serle
2101 Corporate Boulevard, N.W., Suite 325
Boca Raton, FL 33431

ACKNOWLEDGMENT:

Having been named 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.

Dated: July 17, 1997.


STEVEN SERLE
Registered Agent

Law Offices of Steven Serle
2101 Corporate Blvd., N.W.
Suite 325
Boca Raton, FL 33431

Telephone: 601-989-0202

Facsimile: 561-989-8760

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