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July 30, 1997

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

RE: Independent Brokers Realty, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original Articles of Incorporation together with a copy. Would you kindly file said Articles and return them to this office. Also enclosed is a check in the sum of \$122.50 representing the filing fees in this regard.

Should you have any questions relative to this matter, please do not hesitate to contact me.

Sincerely,

*Ronald S. Webster/ma*  
Ronald S. Webster

RSW/maa

enclosure(s)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QN 8-4-97

ARTICLES OF INCORPORATION  
OF  
INDEPENDENT BROKERS REALTY, INC.  
A NEW FLORIDA CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: INDEPENDENT BROKERS REALTY, INC., a new Florida Corporation. The mailing and business address of the corporation is 5007 Tamiami Trail East, Naples, FL 34113.

ARTICLE II

The general nature of the business to be transacted is all lawful business, including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares

of common stock having a nominal par value of \$1.00 per share. Additional shares may not be issued and all shares must be issued within two years of the date of incorporation, Shares shall consist of one class only.

#### ARTICLE IV

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

#### ARTICLE V

The corporation shall exist perpetually.

#### ARTICLE VI

The street address of the initial registered office of this corporation is 5007 Tamiami Trail East, Naples, FL 34113 and the name of its initial Resident Agent is David R. Gallus.

#### ARTICLE VII

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

#### ARTICLE VIII

The initial subscribers, incorporators and officers are:

DAVID R. GALLUS  
92 Buttercup Ct.  
Marco Island, FL 34145

President, Secretary,  
Treasurer, Subscriber and  
Shareholder

#### ARTICLE IX

The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholder before

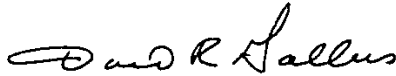
sale to a third person.

ARTICLE X

The Articles may be amended only by unanimous consent of the stockholder.

ARTICLE XI

The stockholder may enact By-laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.

A handwritten signature in cursive script, appearing to read "David R. Gallus".

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DAVID R. GALLUS  
President, Treasurer,  
Secretary, Subscriber and  
Shareholder

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

In pursuance of Chapter 48.901. Florida Statutes, the  
following is submitted, in compliance with said act.

First-----That INDEPENDENT BROKERS REALTY, INC., a new  
Florida Corporation, desiring to organize under the laws of the  
State of Florida with its principal office, as indicated in the  
Articles of Incorporation at Naples, County of Collier, State of  
Florida, has named DAVID R. GALLUS, 5007 Tamiami Trail East,  
Naples, FL 34113 County of Collier, State of Florida, as its  
agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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



DAVID R. GALLUS  
RESIDENT AGENT

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