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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: MICHELLE DUNN, P.A.

AUDIT NUMBER.....H97000016188

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHELLE DUNN, P.A.

I.

The name of this corporation is **MICHELLE DUNN, P.A.**

II.

The term for which this corporation shall exist shall be perpetual.

III.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To engage in the professional practice of real estate.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To buy, lease, build, erect, equip, operate, maintain, repair and sell homes, apartment houses, residence buildings, office buildings and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange therefor its own stock, bonds and other obligations.

To own, lease, rent operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theaters and other places of public entertainment.

Prepared By:
Alexander L. Doub, Esquire
701 Promenade Drive Suite 200
Pembroke Pines, Florida 33026
(954) 433-1300

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To own, lease, use, experiment in, buy, sell, and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods of all kinds and nature and to deal in, manufacture, distribute and sell and buy, such patents and patent rights and such other items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale, disposition and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, importers and exporters, to acquire all such merchandise, supplies, materials and other articles as shall be necessary of incidental to such business.

That of engaging in and carrying on the general contracting, construction, repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure; the manufacturing of any and all products for use in building and construction of every kind and character; and to engage in and carry on any or either of the businesses, and have, exercise and enjoy the powers and privileges granted to corporations for profit by Chapter 607, Florida Statutes 1977, as amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or for the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

IV.

The corporation is authorized to issue 1000 shares of \$.10 par value common stock, which shares shall be designated "Common Stock".

V.

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

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VI.

The street address of the initial registered office of this corporation is 295 Fern Drive, Weston, Florida 33326 and the name of the initial registered agent of this corporation at that address is MICHELLE DUNN. The principal place of business is 295 Fern Drive, Weston, Florida 33326.

VII.

This corporation shall have as directors initially those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1) nor more than Five (5). The name(s) and address(es) of the initial director(s) of this corporation is (are):

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|----------------------------------|
| Michelle Dunn | 295 Fern Drive, Weston, FL 33326 |

VIII.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President: Michelle Dunn
295 Fern Drive, Weston, FL 33326

Vice President:

Secretary: Michelle Dunn
295 Fern Drive, Weston, FL 33326

Treasurer:

IX.

The name and address of the person signing these Articles is:

Michelle Dunn
295 Fern Drive

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X.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors Thirty (30) days in which to place it with the stockholders. At the expiration of Thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and prices for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of September, 1997.

Michelle Dunn
MICHELLE DUNN, Subscriber

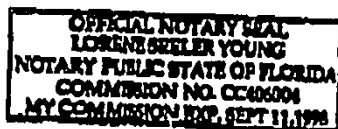
STATE OF FLORIDA)
COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MICHELLE DUNN, X who is personally known to me or _____ who produced a drivers license as identification, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 25th day of September, 1997.

Lorene Seeler Young
Notary Public, State of Florida
LORENE SEELER-YOUNG

My Commission Expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST--that MICHELLE DUNN, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of Business at City of Weston, State of Florida, has named MICHELLE DUNN located at 295 Fern Drive, Weston, Florida 33326, as its Agent to accept Service of Process within Florida.

SIGNATURE Michelle Dunn
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE 9-25-97

HAVING BEEN NAMED to accept Service of Process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE Michelle Dunn
(RESIDENT AGENT)

DATE 9-25-97

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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