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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: TIM MCKERNAN, P.A.

AUDIT NUMBER.....H98000002498

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

CERT. OF STATUS..1

PAGES.....6

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATIONOFTIM MCKERNAN, P.A.

The undersigned Subscriber, whom is licensed real estate agent, desiring to form a corporation in the State of Florida hereby makes, signs, and subscribes these Articles of Incorporation in order to form a professional corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is TIM MCKERNAN, P.A., hereinafter referred to as the "Professional Association".

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Professional Association is: To provide services in the field of real estate sales.

To conduct business in, have one or more offices in, and hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, agencies, patents, copyrights, trademarks and licenses in the State of Florida and in other state and countries.

THIS INSTRUMENT PREPARED BY:

Mr. Mario Velaz, Esq.  
FLA BAR 278262  
10030 BIRD ROAD  
Suite "B"  
Miami, Florida 33165  
(305) 207-2620

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To contract debts and borrow money, issue and sell or pledge bonds, indentures, notes and other evidence or indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To make and enter into all contracts and do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the aforesaid objects and purposes.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers and conferred by the laws of the State of Florida and the enumeration in these articles of specific powers and object shall not be held to limit, restrict in any manner, the powers of this Professional Association; but this Professional Association may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other Professional Associations, firms or individuals.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Professional Association is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, having a nominal or par value of TEN and 00/100 ----- (\$10.00) DOLLARS per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The street address of the initial registered office is hereby designated to be 16620 S.W. 91st Avenue, Miami, Florida 33157. The corporation may change its registered office or registered agent pursuant to the provisions of Section 607.037 Florida Statutes.

ARTICLE VII - REGISTERED AGENT

The registered agent of the corporation shall be TIM MCKERNAN, and the registered agent address is 16620 S.W. 91st Avenue, Miami, Florida 33157.

ARTICLE IX - MANAGEMENT BY SHAREHOLDERS

The Professional Association shall be a close corporation within the meaning of, and governed by, the Florida Close

Corporation Article. The business of the Professional Association shall be managed by its shareholders pursuant to Section 608.72 of the Florida Statutes, and there shall be no director.

**ARTICLE X - SUBSCRIBERS**

The name and address of each person signing these Articles of Incorporation as a subscriber is:

Tim Mokernan  
16620 S.W. 91 Avenue  
Miami, Florida 33157

**ARTICLE XI - AMENDMENT**


These Articles of Incorporation may be amended in manner provided by law. Every amendment shall be approved by the Shareholders, and approved at a Stockholder's meeting by a majority of stock entitled to vote thereon, unless all stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

**ARTICLE XII - DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

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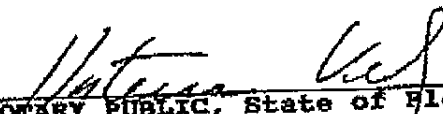
IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Miami, Florida on this 22nd day of January, 1998.

  
TIM MCKERNAN

STATE OF FLORIDA     )  
                              ) ss  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared TIM MCKERNAN, who is personally known by me and who did not take an oath, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS, my hand and official seal at Miami, Dade County, Florida, on this 22nd day of January, 1998.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:

HORTENSIA VELEZ  
Notary Public, State of Florida  
My Comm. Expires Apr. 4, 1998  
No. CC 358255  
Bonded Thru Official Notary Service

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**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 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: TIM MCKERNAN P.A. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the State of Florida, has named TIM MCKERNAN located at 16620 S.W. 91 Avenue, Miami, Florida 33157, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

BY: 

TIM MCKERNAN  
Resident Agent

STATE OF FLORIDA )  
COUNTY OF DADE ) ss

BEFORE ME, the undersigned authority, personally appeared TIM MCKERNAN, who is personally known by me and who did not take an oath, to me well known to be the person described in and who executed the foregoing CERTIFICATE OF REGISTERED AGENT, and he acknowledged before me that he executed the same.

WITNESS, my hand and official seal at Miami, Dade County, Florida on this 22nd day of January, 1998.

My Commission Expires:

  
NOTARY PUBLIC, State of Florida

HORTENSIA VELEZ  
Notary Public, State of Florida  
My Comm. Expires Apr 4, 1998  
No. CC 356255  
Bonded thru Official Notary Service

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