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SUSAN K. MACMILLAN
611 N.W. 109TH TERRACE
CORAL SPRINGS, FLORIDA 33071

April 7, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002484208-2
-04/09/98-01073-011
****122.50 ****122.50

Re: SUSAN K. MACMILLAN, P. A./ARTICLES OF INCORPORATION/
FLORIDA CORPORATION FOR PROFIT

Gentlemen:

The original plus a duplicate signed copy of the Articles of Incorporation of SUSAN K. MACMILLAN, P. A. are enclosed with this letter, along with the requisite filing fee of \$122.50 which includes the cost for the filing fee and the Registered Agent Certificate and also one (1) certified copy of the Articles. The Certificate Designating Registered Office & Agent is also included.

Please file the articles as soon as possible and return the certified copy to the undersigned at my address indicated below. If there are any questions, please call me at (954) 753-0739. Thank you for your attention to this request.

Sincerely yours,

Susan K. MacMillan

SUSAN K. MACMILLAN
611 N. W. 109TH TERRACE
CORAL SPRINGS, FLORIDA 33071
TELEPHONE: (954) 753-0739

SKM/lhd/Enclosures

FILED
98 APR -9 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 4/10/98

ARTICLES OF INCORPORATION
OF

SUSAN K. MACMILLAN, P. A.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person who is licensed or otherwise legally authorized to practice the profession of a real estate realtor in the State of Florida, hereby associates herself with the intention of forming a professional association in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be SUSAN K. MACMILLAN, P.A.

ARTICLE II

This corporation is organized for the following purposes:

a) To engage in the practice of a real estate realtor as a professional corporation and to carry on services incident thereto. The practice as a realtor is the sole and exclusive professional service to be rendered by this corporation.

b) To own property and to enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

c) The professional service of this corporation shall be carried out only through officers, employees, and agents who have been admitted to the practice of a real estate realtor and who is duly authorized in such practice in the State of Florida.

d) To engage in such other business, or render such other services as may be authorized or permitted by the Professional

Service Corporation Act of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The place in the State of Florida where the corporation's principal office is to be located is 611 N.W. 109th Terrace, City of Coral Springs, County of Broward, State of Florida.

ARTICLE V

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one and, subject to such minimum, may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one.

ARTICLE VI

The name and street address of the member of the first Board of Directors is:

SUSAN B. MACMILLAN
611 N. W. 109th Terrace
Coral Springs, Florida 33071

ARTICLE VII

The total number of shares of capital stock which the corporation shall be authorized to issue is 1,000 shares having a par value of \$1.00 per share. None of the shares of the corporation may be issued to anyone other than an individual duly licensed to practice as a real estate realtor in the State of Florida.

ARTICLE VIII

The name and address of each person signing these Articles of

Incorporation as a subscriber is: SUSAN K. MACMILLAN
611 N. W. 109th Terrace
Coral Springs, Florida 33071

ARTICLE IX

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X

The corporation may be dissolved at any time by the unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders prorata, each shareholder to participate in the distribution in direct proportion to the number of shares held by that shareholder.

ARTICLE XI

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida, and of the purposes and objects hereinabove stated, the corporation shall have all of the following powers:

a) To enter into or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional services as a real estate realtor.

b) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of her shares in accordance with the By-laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

c) To purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase, or such other Buy-Sell Agreement as may be hereinafter executed by the shareholders; provided, however, that the capital of the corporation is not impaired.

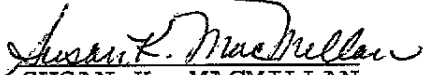
d) To enter into for the benefit of its employees, one or more of the following:

1. A pension plan
2. A profit-sharing plan
3. A stockholders plan
4. A thrift and savings plan
5. A restricted stock option plan
6. A medical reimbursement plan
7. Other retirement or incentive compensation plans
8. Death benefit plan

ARTICLE XII

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a unanimous vote of the shareholders entitled to vote thereon; however, all of the directors and all of the shareholders may sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made in lieu of the above-required meetings. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation on the 7th day of April, 1998.


SUSAN K. MACMILLAN

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on the 7th day of April, 1998, personally appeared before me, the undersigned authority, SUSAN K. MACMILLAN, to me well known and known to me to be the person described in and who acknowledged to me that she executed the foregoing Articles of Incorporation. She is personally known to me and did not take an oath.

WITNESS my hand and seal in the County and State forementioned on the above-stated date.

Angela M De Libero
NOTARY PUBLIC

State of Florida

Name:

Angela M DeLibero

My Commission Expires:




ANGELA M DE LIBERO
My Commission CC419147
Expires Sep. 13, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND ALSO
NAMING THE 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, that SUSAN K. MACMILLAN, P. A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Coral Springs, County of Broward, State of Florida, has named SUSAN K. MACMILLAN located at 611 N. W. 109th Terrace, City of Coral Springs, County of Broward, State of Florida, as its agent to accept service of process within this State.

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 agree to comply with the provisions of said Act relative to keeping open said office.


SUSAN K. MACMILLAN
Registered Agent

FILED
98 APR -9 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA