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ADMITTED TO PRACTICE IN MICHIGAN

May 8, 1998

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-05/18/98-01140-007
****122.50 ****122.50

Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

RE: SARAH A. THEISS, P.A.

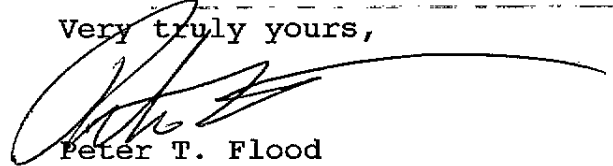
Dear Sir/Madame:

Enclosed herewith please find for filing the Articles of Incorporation for the above-referenced entity, together with a check in the amount of \$122.50 representing the filing fee.

Kindly file same in the usual manner and return a certified copy to the undersigned.

Thank you for your courtesy and attention to this matter.

Very truly yours,



Peter T. Flood

PTF:ldg
Enclosures

APPROVED
AND
FILED
98 MAY 18 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. BROCK MAY 20 1998

ARTICLES OF INCORPORATION

OF

SARAH A. THEISS, P.A.

98 MAY 18 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The undersigned, for the purpose of forming a corporation under Chapter 621 F.S., the Professional Association Act, hereby adopt the following articles of incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation is SARAH A. THEISS, P.A.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The corporation is formed to transact real estate sales and all lawful business for which corporations may be incorporated under Chapter 621 F.S., the Professional Association Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with a par value of \$1.00.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE & MAILING ADDRESS

The principal place of business is 830C Meadowland Drive, Naples, Florida, 34108, and phone is (941)-261-8444. The mailing address of the corporation is 830C Meadowland Drive, Naples, Florida 34108. The registered office is 830C Meadowland Drive, Naples, Florida 34108 and phone is (941)-261-8444. The name of the initial registered agent at such address is Sarah A. Theiss.

ARTICLE VI

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VII

INCORPORATORS, SUBSCRIBERS, STOCKHOLDERS AND OFFICERS

The initial incorporator, subscriber, stockholder and officer is:

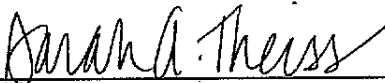
SARAH A. THEISS, President/Treasurer
830C Meadowland Drive
Naples, Florida 34108

ARTICLE VIII

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence when these Articles are filed with the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this day
of May, 1998.

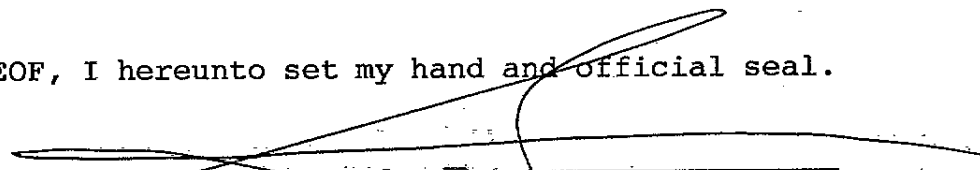


SARAH A. THEISS

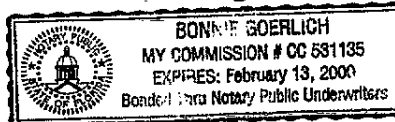
STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared SARAH A. THEISS, to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation on this day of May, 1998.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



NOTARY PUBLIC, State of Florida
My Commission Expires:



This instrument prepared by:
Peter T. Flood (443077)
201 South Airport Road
Naples, FL 34104
(941) 263-2177

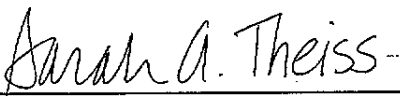
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the following is submitted in compliance with said act:

That SARAH A. THEISS, 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 County of Collier, State of Florida, has named Sarah A. Theiss, located at 830C Meadowland Drive, Naples, Florida 34108, County of Collier, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above-stated corporation, at 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 provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



SARAH A. THEISS

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA