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A PROFESSIONAL ASSOCIATION

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 10 PM 2:39

June 9, 1998

Via Express Mail

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: RICHARD DE ST. GEORGES, P.A.  
Incorporation

Dear Madam:

Enclosed are the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation:

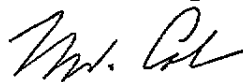
1. Original Articles of Incorporation;
2. Original Designation of Registered Agent and Registered Office;
3. Our check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$70.00
Certified Copy	52.50

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,



Roy W. Cohn

Enclosures  
RWC/ms/Cp

D. BROWN JUN 11 1998

ARTICLES OF INCORPORATION  
OF  
RICHARD DE SAINT GEORGES, P.A.

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The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice as a real estate sales person in accordance with the laws of Florida, Chapter 475, Florida Statutes, adopts these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, and of the laws of the State of Florida.

I. NAME

The name of the professional service corporation is RICHARD DE SAINT GEORGES, P.A.

II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 628 Bosphorous Avenue, Tampa, FL 33606.

III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of real property transactions in accordance with Chapter 475, Florida Statutes. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment and own real and personal property necessary for the rendering of professional services.

IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

#### V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 10,000 shares of common stock without par value. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice real estate in the state of Florida in accordance with Chapter 475, Florida Statutes.

#### VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 628 Bosphorous Avenue, Tampa, Florida 33606. The name of the initial registered agent as that address is Richard de St. Georges.

#### VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one member as follows:

Richard de St. Georges  
628 Bosphorous Avenue  
Tampa, FL 33606

#### VIII. SUBSCRIBERS

The name and address of the persons signing these Articles of Incorporation as subscriber are:

Richard de St. Georges  
628 Bosphorous Avenue  
Tampa, FL 33606

#### IX. RESTRAINT ON ALIENATION OF SHARES

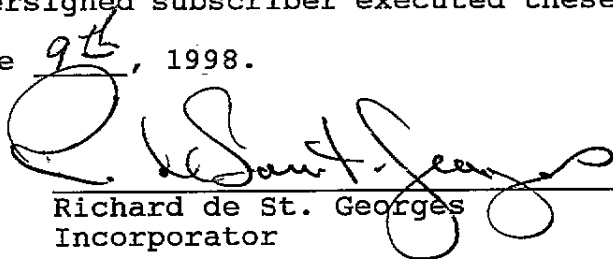
The shareholders of the professional service corporation shall have the power of include in the By-laws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale or transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice real estate in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately

become subject to purchase by the professional service corporation in accordance with the By-laws adopted by the shareholders.

X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on June 9<sup>th</sup>, 1998.

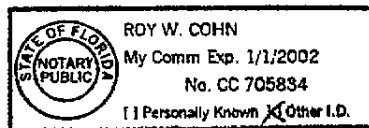
  
Richard de St. Georges  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

9<sup>th</sup> The foregoing instrument was acknowledged before me, this day of June, 1998, by Richard de St. Georges, who is personally known to me OR ☒ who has produced FL DL # D232-741-43-125-0 as identification).

NOTARY PUBLIC

Sign:   
State of Florida at Large



DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

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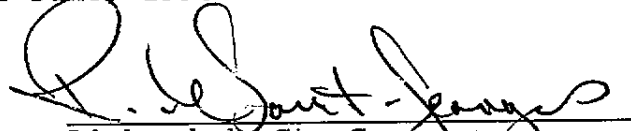
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. RICHARD DE ST. GEORGES, P.A. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, County of Hillsborough, State of Florida;

2. RICHARD DE ST. GEORGES, P.A. hereby names Richard de St. Georges, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;

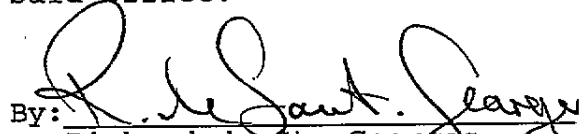
3. RICHARD DE ST. GEORGES, P.A. hereby designates as its registered office, the street address of said registered agent's place of business, which is 628 Bosphorous Avenue, City of Tampa, County of Hillsborough, State of Florida 33606.

SUBMITTED this 9<sup>th</sup> day of June, 1998.

  
Richard de St. Georges  
Incorporator on behalf of  
RICHARD DE ST. GEORGES, P.A.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By:   
Richard de St. Georges  
Registered Agent

Date: 6/9/98