

LAW OFFICES OF FREDERICK C. KRAMER

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P98000086698

September 28, 1998

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****122.50 *****78.75

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

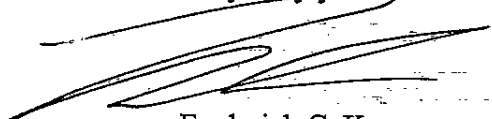
Re: Filing Articles of Incorporation for
THE DAVIS GROUP, P.A.

Dear Sir:

Enclosed please find the Articles of Incorporation for THE DAVIS GROUP, P.A., together with a check in the amount of \$122.50 made payable to your order to cover filing related fees. Request is made that a certified copy of the articles be returned to this office.

Thank you for your time and consideration.

Very truly yours,



Frederick C. Kramer

FCK/smp
Enclosures
cc: The Davis Group, P.A.

BA98-014

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -7 AM 11:10

10-22-98

F. CHESSEY OCT 9 1998



COPY

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 1, 1998

FREDERICK C KRAMER
950 N COLLIER BLVD STE 201
MARCO ISLAND, FL 34145

SUBJECT: THE DAVIS GROUP, P.A.
Ref. Number: W98000022478

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -7 AM 11:10

We have received your document for THE DAVIS GROUP, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 198A00049163

RECEIVED OCT 5 1998

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed to practice real estate in the State of Florida pursuant to Chapter 475, Florida Statutes, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, Florida Statutes, does hereby adopt the following Articles of Incorporation.

I

The name of the corporation shall be THE FLORIDA DAVIS GROUP, P.A.

The principal office of this corporation shall be:

317 Nassau Court
Marco Island, Florida 34145

The mailing address of this corporation shall be:

317 Nassau Court
Marco Island, Florida 34145

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II

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in the professional practice of real estate through its officers, agents and employees who shall be duly licensed within the State of Florida to render professional services as licensed real estate brokers and salespersons.
- b. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.
- c. To engage in no other business other than the rendition of the professional services specified herein.

III

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to licensed real estate brokers and salespersons in good standing and duly licensed within the State of Florida to render the same professional services as this corporation.

IV

The corporation shall have perpetual existence.

V

The addition of this corporation's initial registered office is 950 North Collier Boulevard, Suite 201, Marco Island, Florida 34145 and the name of its initial registered agent at said address is Frederick C. Kramer.

VI

The name and address of the incorporator is as follows:

F. Douglas Davis
317 Nassau Court
Marco Island, Florida 34145

VII

The corporation shall have a board of directors consisting of two persons. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The names and addresses of the initial directors of this corporation are:

F. Douglas Davis
317 Nassau Court
Marco Island, Florida 34145

Nicola T. Davis
317 Nassau Court
Marco Island, Florida 34145

VIII

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

IX

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as through it had been authorized at a meeting of the board of directors.

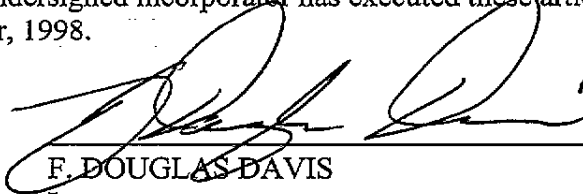
XI

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

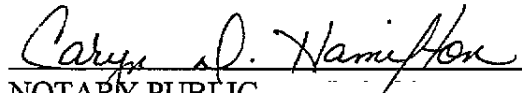
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation, this 28th day of September, 1998.


F. DOUGLAS DAVIS
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared F. DOUGLAS DAVIS to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 28th day of September, 1998.


NOTARY PUBLIC
Print Name: _____
State of Florida at Large

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.


FREDERICK C. KRAMER

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