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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 AM 9:09

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

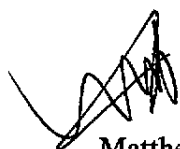
Re: Matthew Stamer P.A.

Gentlemen:

Enclosed please find one original and a copy of the Articles of Incorporation of Matthew Stamer P.A. Also find enclosed a check made payable to the Secretary of State in the amount of 122.50 which includes the statutory filing fee and the return articles charge.

Time is of the essence in establishing this corporation. Your immediate assistance is appreciated.

Sincerely,

 10/22/98

Matthew Stamer

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122.50 **78.75

**ARTICLES OF INCORPORATION
OF
MATTHEW STAMER, PROFESSIONAL ASSOCIATION**

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The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is MATTHEW STAMER, PROFESSIONAL ASSOCIATION.

ARTICLE R

TERM OF EXISTENCE

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE HI


NATURE OF BUSINESS

This corporation may engage in the practicing of Real Estate.

ARTICLE IV

CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock,. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.


MATTHEW STAMER 10/22/98

ARTICLE V

THE INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be Matthew Stamer. The street address of the initial registered office of this corporation is **3749 Aldergate Place, Casselberry Florida 32707**. The Board of Directors from time to time may move the registered office to any other address in the State of Florida. This is also the principal office for the corporation.

ARTICLE VI

BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number Directors shall be decided by resolution of the shareholders.

ARTICLE VII

INITIAL BOARD OF DIRECTORS


The name and street address of the members of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death are.

Name

Street Address

Matthew Stamer

3749 Aldergate Place.
Casselberry, Fl 32707

 10/22/98

ARTICLE VII
INCORPORATOR

INCORPORATOR The name and street address of the incorporator is:

Matthew Stamer

3749 Aldergate Place.
Casselberry, Fl 32707

ARTICLE IX

BYLAWS

The power to adopt, alter, amend, or repeal bylaw's shall be vested in the Board of Directors or shareholders.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI


PRE-EMPTIVE RIGHTS

Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which is offered to others.

ARTICLE XII

AMENDMENTS OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each Director of the time and place of the meeting and the purpose thereof Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

 10/22/98

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA,

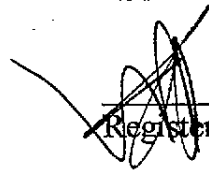
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 48.091, Florida Statutes, the following is submitted-

Matthew Stamer, Professional Association, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Casselberry, State of Florida, has named Matthew Stamer located at 3749 Aldergate Place, Casselberry, Florida 32707, as its agent to accept service process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



Registered Agent
10/22/98
Matthew Stamer

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