

LAW OFFICES

Elena B. Langan, P.A.

Elena B. Langan

BOARD CERTIFIED
MARITAL AND FAMILY LAW

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-12/21/98-01084--004

*****70.00 *****70.00

December 16, 1998

Secretary of State
Bureau of Corporations
PO BOX 6327
Tallahassee, FL 32314

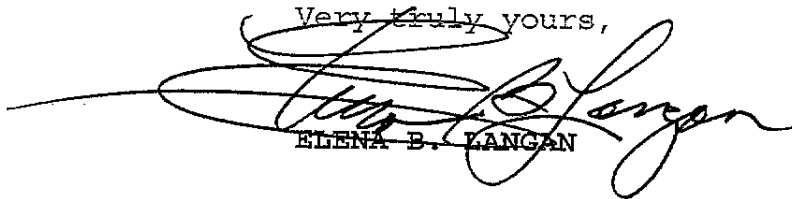
Re: Parker Commercial Real Estate Services, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for **Parker Commercial Real Estate Services, Inc.** as well as a check made payable to the Secretary of State in the amount of \$70.00 representing the filing fee. Please file the articles and return one copy to this office.

Thank you for your attention to this matter.

Very truly yours,



ELENA B. LANGAN

Enclosures

2650 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137

TELEPHONE (305) 576-8899

FAX (305) 576-8896

E-MAIL ELENA@AOL.COM

P. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**ARTICLES OF INCORPORATION
OF
Parker Commercial Real Estate Services, Inc.**

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98 DEC 21 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

PARKER COMMERCIAL REAL ESTATE SERVICES, INC.
2931 S.W. 30th Court, Unit A
Coconut Grove, FL 33133

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Per Share Par Value	Class of Stock
50	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall be the preemptive right to purchase his pro rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 2650 Biscayne Blvd. Miami, Florida, 33137, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **Elena B. Langan, Esq.**

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

The names and addresses of the first Directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President: **Diana L. Parker**
2931 S.W. 30th Court
Unit A
Coconut Grove, FL 33133

Secretary/Treasurer: **Diana L. Parker**
2931 S.W. 30th Court
Unit A
Coconut Grove, FL 33133

ARTICLE VII

The name and address of the incorporator is:

Diana L. Parker
2931 S.W. 30th Court
Unit A
Coconut Grove, FL 33133

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining

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

In compliance with the laws of Florida, the following is
submitted:

PARKER COMMERCIAL REAL ESTATE SERVICES, INC. desiring to
organize under the laws of the State of Florida, has named **ELENA B.
LANGAN, ESQ.**, 2650 Biscayne Blvd., City of Miami, County of Miami-
Dade, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above
corporation at the place designated in this certificate, I hereby
accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the
registered office open.


ELENA B. LANGAN

Dated: 12/16/98

FILED
98 DEC 21 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA