

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**BILL RAPPS, P.A.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
BILL RAPPS, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a professional corporation to be formed under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

BILL RAPPS, P.A.

SECOND: The initial principal office or mailing address of the Corporation is:

6580 Sable Ridge Lane
Naples, Florida 34109

THIRD: The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, and the par value of such shares shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure;

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

CLASP Inc.

FIFTH: The name and address of the sole incorporator of the Corporation are:

CLASP Inc.
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

Prepared by Aaron A. Farmer, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101-3032
(941) 262-8311
Florida Bar No. 0995053

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SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

William D. Rapps
6580 Sable Ridge Lane
Naples, Florida 34109

SEVENTH: The general purposes for which this Corporation is organized shall be :

1. To render professional real estate sales and services to the general public, and to do all things in connection therewith that are customarily done by licensed real estate sales persons under the laws of the State of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation Act.

EIGHTH: No one other than an individual who is duly licensed or legally authorized to render real estate sales and services in the State of Florida may own stock of this Corporation. No Shareholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any Shareholder who becomes legally disqualified to render real estate sales and services shall sever all employment with and financial interest in the Corporation. No Shareholder of the Corporation may sell or transfer his stock in this Corporation, except to another individual who is eligible to be a Shareholder of the Corporation.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 3rd day of December, 1998.

CLASP Inc.
Incorporator

By: 

Aaron A. Farmer, Vice President

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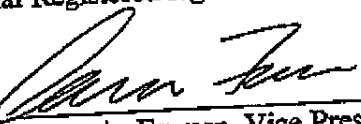
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the Corporation is: **BILL RAPPS, P.A.**
2. The name and address of the registered agent and office is:

**CLASP Inc.
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103**

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

**CLASP INC.
Initial Registered Agent**

By 
Aaron A. Farmer, Vice President

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