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Danial Ernest Schultz 4370 E.Wharf Lane Hernando, FL 34442

December 29, 1998

Department of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314 12-29-98

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SECRETARISEE, FLORIDA

RE: Articles of Incorporation - Daniel Ernest Schultz, P.A.

Dear Sir:

In accordance with my understanding of the requirements to charter the above captioned entity in Florida, I have enclosed the executed Articles of Incorporation and a check for \$122.50 payable to the Department of State.

I understand the incorporation fee is \$70.00; the fee for a certified copy of the Articles is \$52.50. Accordingly, please find same.

Thank you for your prompt attention to this matter.

Respectfully,

Daniel Ernest Schultz

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ARTICLES OF INCORPORATION

FFECTIVE DATE

OF

Daniel Ernest Schultz, P.A.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1 Name. The name of the corporation is Daniel Ernest Schultz P.A., with its principal office address and registered office address being 4370 E Wharf Lane Hernando, FL 34442

Article II

Duration

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purposes

Section 3.1 Purposes. This corporation is organized for the purpose of rendering real estate sales and management services by licensed real estate salespersons/brokers, or for any other lawful purpose, under the provisions of the Professional Services Corporation Act, Chapter 607, Florida Statutes. Nothing contained herein, however, shall be interpreted to prohibit the corporation from investing it's funds in real estate, mortgages, stocks, bonds, or any other type of investment, or from owning real or personal property necessary for the rendering of professional services.

Article IV

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value.

Section 4.2. Restrictions on Transfer of Stock. This corporation is not authorized to issue any of it's capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized under the laws of the State of Florida to render professional services in the form of real estate sales and management services. No shareholder of this corporation may sell or transfer any shares of capital stock of this corporation except to another individual who is duly licensed under the laws of the State of Florida to practice real estate sales and related services. If any officer, shareholder, agent or employee of the corporation becomes legally disqualified under the laws of the State of Florida to render professional services in the form of real estate sales and related services, such person shall be required to sever all employment with, and financial interest in, this corporation.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Section 4.4. Preemptive Rights. Shareholders shall have no preemptive rights.

Section 4.5. Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Directors

Section 5.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

Section 5.2. Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

Daniel Ernest Schultz 4370 E Wharf Lane
Hernando, FL 34442

Article VI

Compensation

Section 6.1. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to it's members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefrom in any form.

Article VII

Indemnification

Section 7.1. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VIII

Bylaws

Section 8.1. Bylaws. The power to adopt, alter, amend or repeal the bylaws shall be vested in the board of directors and the shareholders.

Article IX

Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

Daniel Ernest Schultz 4370 E Wharf Lane Hernando, FL 34442

Article X

Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 29 day of December, 1998.

STATE OF FLORIDA)

) SS

COUNTY OF CITRUS)

The foregoing instrument was acknowledged before me this 29 day of December, 1998, by Daniel Ernest Schultz.

Notary Public, State of Florida



AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statute SS 48.091, 607.034 the following is submitted:

Daniel Ernest Schultz , P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates Daniel Ernest Schultz as its registered agent to accept service of process within the State of Florida. The address of its registered office shall be 4370 E Wharf Lane, Hernando, FL 34442

12 /29 / 98

Having been named to accept 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.

Dated: 12/29/98

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