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Post Office Box 3319
Sarasota, Florida 34230-3319
February 9, 1999
(941) 957-0775

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002775307--1
-02/15/99--01078--009
*****70.00 *****70.00

Re: LOUIS F. GEROLMO, P. A.

To Whom It May Concern:

Enclosed please find the original, plus one copy of Articles of Incorporation and original Certificate and Acknowledgment of Registered Agent. Also enclosed is my check in the amount of \$70.00 representing the following:

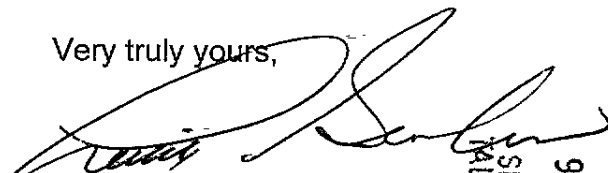
Corporate filing fee \$ 35.00

Registered Agent Designation 35.00

Total \$ 70.00

Please register said corporation and return proof of registration to me at the above address. Thank you for your *prompt attention to this matter.*

Very truly yours,


Louis F. Gerolmo

Dmc
2-16-99

FILED
99 FEB 15 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LOUIS F. GEROLMO, P. A.**

FILED
99 FEB 15 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is a duly licensed realtor in the State of Florida, for the purpose of forming a professional corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name and principal place of business and mailing address of this Corporation is: LOUIS F. GEROLMO, P. A., 3372 Webber Street, Sarasota, FL 34239.

ARTICLE II- DURATION

This corporation shall exist perpetually unless dissolved according to Florida
Law.

ARTICLE III –CORPORATE PURPOSES

The corporate purposes are: to engage in any lawful act or activity for which corporations may organized under the laws of the State of Florida, including, but not limited to, that of a realtor, and its purposes in furtherance of the practice of such profession are as follows:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a realtor, licensed under the laws of the State of Florida, is allowed to render, but such professional services shall be rendered only through individuals authorized by the laws of the State of Florida to render such professional services as individuals.
- (b) To invest the funds of the corporation in real estate mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (c) To have, in furtherance of the corporate purposes, all of the powers conferred upon the corporation organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 621 of the Florida Statutes, or any laws of the State of Florida.

ARTICLE IV- CORPORATE POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations, of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payments of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associates, or manager of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of no par value Common Stock, which shall be designated "Common Shares."

ARTICLE VI - REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

3372 Webber Street
Sarasota, Florida 34239

The name and mailing address of the Initial Registered Agent of this Corporation is:

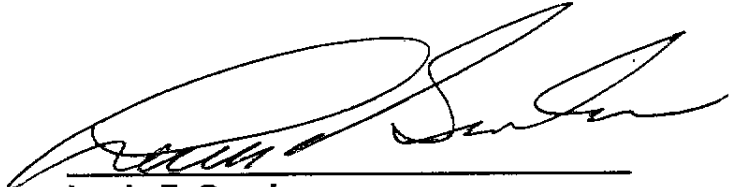
Louis F. Gerolmo
3372 Webber Street
Sarasota, Florida 34239

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation are as follows:

Louis F. Gerolmo
3372 Webber Street
Sarasota, Florida 34239

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 10 day of February 1999,
1999.



Louis F. Gerolmo
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Louis F. Gerolmo, to me known or who produced a Florida driver's license as evidence of identification to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of February, 1999.

My commission expires:


SHARON L. RANNEBARGER
Notary Public - State of Florida
Commission #CC546736



FILED

CERTIFICATE AND ACKNOWLEDGMENT 99 FEB 15 AM 8:44
OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

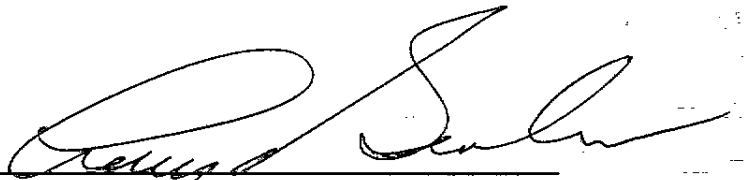
OF

LOUIS F. GEROLMO, P. A.

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its Registered Offices indicated in the Articles of Incorporation at 3372 Webber Street, Sarasota, Florida 34239, has named Louis F. Gerolmo, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.



Louis F. Gerolmo
Registered Agent