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#14 DILLEN PLAZA  
8720 S.W. S.R. 200  
OCALA, FLORIDA 34476

February 11, 1999

FILED  
99 FEB 15 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: PHILIP K. LANDINO, P. A.

Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation of PHILIP K. LANDINO, P.A., together with our check int he amount of \$122.50 to cover filing fee, resident agent's fee and certified copy.

If anything additional is required, please advise.

Sincerely,

W. E. BISHOP, JR., P. A.

  
W. E. BISHOP, JR.

WEBjr/f

enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PHILIP K. LANDINO, P.A.**

**ARTICLE I-NAME**

The name of this corporation is PHILIP K. LANDINO, P.A.

The mailing address of said corporation is: 8720 SW S.R. 200 # 6, Ocala, Florida 34476.

**ARTICLE II-DURATION**

This corporation shall have perpetual existence.

**ARTICLE III-PURPOSE**

The purpose of which this corporation is formed are:

- a. To engage in the practice of real estate broker as a professional Corporation and to own or lease and operate facilities for the purpose of providing services as a real estate broker.
- b. To promote sales and to own or lease real and personal property, enter into contracts and engage in any lawful business necessary for the rendering of such professional services.
- c. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom so required by law is duly licensed or otherwise legally qualified to render professional services in the State of Florida.

#### **ARTICLE IV- CAPITAL STOCK**

4.1 This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

4.2 Stock certificates. Certificates of stock shall be signed by the president, joint with the secretary and the seal of the corporation shall be impressed thereon.

4.3 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

4.4 No person may be a stockholder of this corporation who does not so qualify under Section 621.09, Florida Statutes as it is amended from time to time, and transfer of shares is limited by Section 621.11, Florida Statutes.

#### **ARTICLE V-INITIAL REGISTERED OFFICE**

The street address of the initial registered agent of the corporation is ,  
8720 SW S.R. 200 #6, Ocala, Florida 34476.

**ARTICLE VI- INITIAL REGISTERED  
AGENT-DESIGNATION AND ACCEPTANCE**

The name of the initial registered agent of this corporation at the offices designated above is PHILIP K. LANDINO, who has signed these Articles of Incorporation to indicate his acceptance.

**ARTICLE VII-SUBSCRIBERS AND THE  
INITIAL BOARD OF DIRECTORS**

7.1 The corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws, but shall never less than one. The name and address of the initial director of this corporation is:

PHILIP K. LANDINO  
8720 SW S.R. 200 #6  
Ocala, Florida 34476

7.2 The name and address of the person signing these Articles of Incorporation is as follows:

PHILIP K. LANDINO  
8720 SW S.R. 200 #6  
Ocala, Florida 34476

7.3 The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

7.4 At special meetings of shareholders called expressly for that purpose, directors may be removed in the manner provided by the by-laws.

#### **ARTICLES VIII-CONFLICTS**

Any contract or other transaction between the corporation and one or more of its directors, shareholders or employees, in which are interested, directly or indirectly, or between the corporation and any corporation or association of which one or more of its directors, shareholders, members, officers, or employees, have an interest, directly or indirectly shall be valid for all purposes, notwithstanding the presence of the direct or directors at the meeting of the board of the corporation that acts upon, or in reference to the contact or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board or its shareholders. The Section is intended to expand the ability of the corporation to conduct business with interest with interested parties and shall not be construed to invalidate any contract of other transaction that would otherwise be valid under the common and statutory law applicable to it.

**ARTICLE IX-AMENDMENT OF**  
**ARTICLES OF INCORPORATION**

The corporation reserves the right to amend the articles in any manner now or Hereafter permitted by the law, as provided by the by-laws.

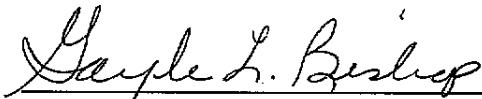
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of February, 1999.

  
PHILIP K. LANDINO

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally came and appeared PHILIP K. LANDINO, to me personally known.

WITNESSED my hand and official seal on this 8th day of February.

  
Notary Public, State of Florida



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TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE BY**  
**REGISTERED AGENT**

PHILIP K. LANDINO, whose address is 8720 SW S.R. 200 #6, Ocala, Florida 34476, the initial registered agent named in the Articles of Incorporation to accept service to process for PHILIP K. LANDINO, P.A., a corporation organized under the laws of the State of Florida hereby accepts such appointment as the registered agent at the place designated in this certificate.

DATED this 8 day of February, 1999.

  
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PHILIP K. LANDINO