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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**C & S PROPERTY MANAGEMENT, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION

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FOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C & S Property Management, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is C & S Property Management, Inc.

ARTICLE II

The initial street address of the corporation's principal office is 6316 Hollandaire Dr., E, Boca Raton, FL 33433.

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

Steven B. Greenfield, Esq.
Fla. Bar. No.: 897530
7000 W. Palmetto Park Road
Suite 402
Boca Raton, FL 33433
(561) 392-6391

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ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Corporation will may engage in work related to the sale, purchase, control and/or management of real estate including, but not limited to acting as a real estate salesperson or broker. The Corporation may engage in these activities or businesses as permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

Stephen J. Galluzi

6316 Hollandaire Dr. E
Boca Raton, Florida 33433

ARTICLE VIII

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The name and address of the incorporator is:

Stephen J. Galluzi

6316 Hollandaire Dr. E
Boca Raton, Florida 33433

ARTICLE IX

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

Stephen J. Galluzi

6316 Hollandaire Dr. E
Boca Raton, Florida 33433

ARTICLE X

The Corporation shall have the power and authority to
indemnify any officer or any shareholder or any former officer or
shareholder to the fullest extent permitted by law.

ARTICLE XI

The corporation may be dissolved at any time by unanimous
written consent of the shareholders. On dissolution, the corporate
property and assets shall, after payment of all debts of the
corporation, be distributed to the shareholders in proportion to
the number of shares of stock in the corporation which each
shareholder then owns.

ARTICLE XII

The name and post office address of the officers of the
Corporation, who, subject to the provisions of these Articles of

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IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, on this 22^d day of January, 1999.



Stephen J. Galluzi

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

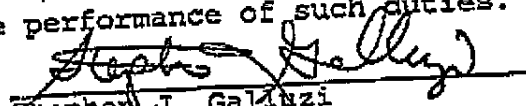
In compliance with Section 48.091, Florida Statutes, the following is submitted: that C & S Property Management, Inc., desiring to organize or qualify under the laws of the State of Florida has named Stephen J. Galluzi as its registered agent to accept service of process within Florida, at: 6316 Hollandaire Dr., E, Boca Raton, FL 33433.


Stephen J. Galluzi
TITLE: President,
Secretary/Treasurer

Date: 1/22/99

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Stephen J. Galluzi, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


Stephen J. Galluzi

Dated: 1/22/99

C & S Property Management, Inc.

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