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FLORIDA PROFIT CORPORATION OR P.A.

Todd Taylor, P.A.

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ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION  
TODD TAYLOR, P.A.

The undersigned natural person, competent and licensed to sell real estate in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

NAME OF CORPORATION

The name of the corporation shall be TODD TAYLOR, P.A.

PURPOSES

The general nature and purpose of business to be transaction, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect of the sale of real estate, and all of its fields of specialization, as are engaged in by real estate sales persons.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be real estate sales persons in good standing and duly licensed or otherwise legal authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

Prepared by:  
David P. Kirwan, P.A.  
Attorney at Law  
6803 Overseas Highway  
Marathon, FL 33050  
(305)743-0975  
FL Bar # 156659  
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### CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to real estate sales persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### DURATION

The corporation shall have perpetual existence.

### REGISTERED AGENT

The address of this corporation's initial registered office is 2133 Yellowtail Drive, Marathon, FL 33050 and the name of its initial registered agent at said address is Todd Taylor.

### INCORPORATOR

The name and principal address of the Incorporator and the mailing address of the corporation are as follows:

Todd Taylor  
2133 Yellowtail Drive  
Marathon, FL 33050

Todd Taylor, P.A.  
2133 Yellowtail Drive  
Marathon, FL 33050

### BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Todd Taylor  
2133 Yellowtail Drive  
Marathon, FL 33050

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### INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

### INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

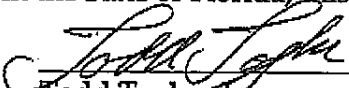
### BYLAW AMENDMENT

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

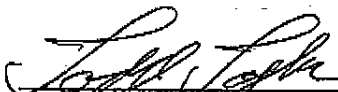
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 11th day of May, 1999.

  
Todd Taylor, Incorporator and  
Registered Agent

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
Todd Taylor, Registered Agent

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