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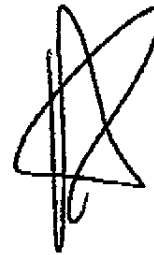
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**FLORIDA PROFIT CORPORATION OR P.A.**

michael vance, inc.

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**ARTICLES OF INCORPORATION  
OF  
MICHAEL VANCE, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation is Michael Vance, Inc.

**ARTICLE II**

The existence of this corporation shall be perpetual unless dissolved according to Florida law. In the event of dissolution of this corporation, all remaining assets of the corporation shall be transferred and delivered according to Florida law.

**ARTICLE III**

The corporation may engage in any lawful activity or business permitted to corporations by the General Corporation laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

**ARTICLE IV**

The address of the principal office of the corporation is c/o Michael V. Rakestraw, 2333 Feather Sound Drive, Unit C-606, Clearwater, FL 33762.

**ARTICLE V**

The initial mailing address of this corporation shall be c/o Michael V. Rakestraw, 2333 Feather Sound Drive, Unit C-606, Clearwater, FL 33762.

**ARTICLE VI**

The maximum number of shares this corporation is authorized to issue is 500 shares.

**ARTICLE VII**

The corporation shall be managed by a Board of Directors. The number of directors which shall comprise the Board of Directors shall not be less than one nor greater than three.

**ARTICLE VIII**

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The initial Board of Directors shall be as follows: Michael V. Rakestraw, 100% shareholder.

#### ARTICLE IX

The corporation shall have such Officers with such duties as provided in the By-Laws. The initial Officers of said corporation shall be Michael V. Rakestraw, President and Secretary.

#### ARTICLE X

The By-Laws of this corporation may be adopted, altered, amended or repealed by the Directors.

#### ARTICLE XI

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### ARTICLE XII

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

#### ARTICLE XIII

The initial street address of the corporation's registered office is c/o Michael V. Rakestraw, Tropical Realty Appraisal Services, 8902 North Dale Mabry Highway, Suite #105, Tampa, FL 33614. The initial registered agent for the corporation at that address is Michael V. Rakestraw.

#### ARTICLE XIV

The corporation shall:

- (a) Maintain books and records and bank accounts separate from those of any other person;
- (b) Maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) Hold itself out to creditors and the public as a legal entity separate and distant from any other entity; and

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(d) Hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the corporation, and observe all other corporate formalities.

The corporation shall not:

- (a) Commingle its assets or funds with those of any other person; or
- (b) Guarantee or pay the debts or obligations of any other person.

ARTICEL XV

The name and street address of the person signing these Articles of Incorporation is Michael V. Rakestraw, 2333 Feather Sound Drive, Unit C-606, Clearwater, FL 33762.

IN WTTNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of July, 1999.

  
\_\_\_\_\_  
Michael V. Rakestraw

Prepared by:  
Elizabeth Jason-Vance, Esquire  
18550 Caribbean Boulevard  
Miami, FL 33157  
Fla. Bar #0063975

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## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for *Michael Vance, Inc. MA* in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

*Michael V. Rakestraw*  
 Michael V. Rakestraw

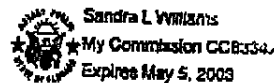
STATE OF FLORIDA  
 COUNTY OF *Hillsborough*

I HEREBY CERTIFY that on this day before me an officer duly authorized to take acknowledgments personally appeared Michael V. Rakestraw to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal this *19th* day of July, 1999.

*Sandra L. Williams*  
 Notary Public

My commission expires:



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