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Law Offices
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1928-1989
JAMES J. ROWAN

3839 Fourth Street N., Suite 390
St. Petersburg, Florida 33703

October 21, 1999

TELEPHONE
727 898-5151
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727 898-5154

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
ATTN: Doris Brown

600002998206--7
-09/27/99-01154-010
****122.50 *****78.75

RE: Samson Real Estate & Development Corp.

Dear Ms. Brown:

A couple of weeks ago I mailed Articles of Corporation to the Department for Samson Real Estate & Development Corp. including my check for the filing fees in the amount of \$122.50. Due to a misunderstanding with my client, the corporation was supposed to be a professional association. As such, I called your office and asked that the document be returned to me prior to filing so I can make an appropriate revision to form a professional association. By letter dated September 29, 1999, (copy enclosed) you returned the document to me.

In view of the foregoing, I am enclosing herewith Articles of Incorporation for Frederic Samson, P.A. and would appreciate if you would use the aforementioned \$122.50 to cover the filing fee of \$35.00, certified fee of \$52.50 and resident agent fee of \$35.00.

I would appreciate your filing the Articles of Incorporation and returning a certified copy to this office in the enclosed pre-paid envelope.

If you have any questions concerning the enclosed, please don't hesitate to contact me. Thanking you for your cooperation in this matter, I remain

Very cordially yours,

James J. Rowan
James J. Rowan

JJR/cac
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 25 PM 4:13

FILED

D. BROWN OCT 25 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

JAMES J. ROWAN, ESQ.
3839 FOURTH STREET
SUITE 390
ST. PETERSBURG, FL 33703

SUBJECT: SAMSON REAL ESTATE & DEVELOPMENT CORP.
Ref. Number: W99000022492

We have received your document for SAMSON REAL ESTATE & DEVELOPMENT CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please complete the enclosed refund application and return it to this office for processing.

If you have any further questions concerning your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 799A00047549

ARTICLES OF INCORPORATION FOR
FREDERIC SAMSON, P.A.

FILED
99 OCT 25 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed broker salesperson in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Association for profit under the provisions of Section 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION

The name of the corporation shall be FREDERIC SAMSON, P.A.
5540 10th Avenue North - St. Petersburg, Florida 33710

II

PURPOSES

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

A. To provide professional real estate services as are engaged by Frederic Samson.

B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental there to which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

A. The maximum shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 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.

C. Shares of the corporation's stock shall be issued only to Frederic Samson.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 5540 10th Avenue North, St. Petersburg, Florida 33710, and the name of its initial registered agent is Frederic Samson.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

Frederic Samson
5540 10th Avenue North
St. Petersburg, Florida 33710

VII

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 names and addresses of the initial Directors of this corporation are:

Frederic Samson
5540 10th Avenue North
St. Petersburg, Florida 33710

VIII

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.

IX

INFORMAL DIRECTOR ACTION

If all 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.

X

INDEMNIFICATION

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

XI

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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 18th day of October, 1999.



FREDERIC SAMSON (Incorporator)

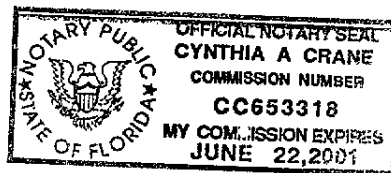
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of October, 1999 by Frederic Samson, who is personally known to me.



Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted in compliance with said act:

First, that FREDERIC SAMSON, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of St. Petersburg, County of Pinellas, State of Florida, has named Frederic Samson, whose address is 5540 10th Avenue North, St. Petersburg, Florida 33710 as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office

By: 

FREDERIC SAMSON
Registered Agent

FILED
99 OCT 25 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA