



LAW OFFICES OF

STADLER & HARRIS, P.A.

Richard E. Stadler
John M. Harris
Elizabeth Siano Harris
Of Counsel

P99000094134

October 21, 1999

Secretary of State
Corporate Division
The Capital
Tallahassee, Florida 32304

Re: Articles of Incorporation
REBECCA S. EMERY, P.A.

300002999293--7
-09/28/99--01055--004
*****78.75 *****78.75

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for REBECCA S. EMERY, P.A.. My check in the amount of \$78.75 was previously sent as per the enclosed letter, and should be applied to cover the following fees:

| | |
|----------------------|----------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 8.75 |
| Registered Agent Fee | 35.00 |
| Total | \$ 78.75 |

Please file the original Articles of Incorporation and return a certified copy to the undersigned in the enclosed envelope.

I thank you in advance for your prompt assistance.

Very truly yours,

Richard E. Stadler

Richard E. Stadler

FILED
99 OCT 26 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*2/99-22722
189,705,2550*

TITUSVILLE
1820 Garden Street
Titusville, Florida 32796
Ph. 407-264-8800

Fax 407-264-0010
E-Mail 71774.1630@compuserve.com

NEW SMYRNA BEACH
212 Palmetto Street
New Smyrna Beach, Florida 32168
Ph. 904-424-9909

D. BROWN OCT 26 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 1, 1999

RICHARD E. STADLER, ESQ.
1820 GARDEN STREET
TITUSVILLE, FL 32796

SUBJECT: REBECCA S. EMERY, INC.
Ref. Number: W99000022722

We have received your document for REBECCA S. EMERY, INC. and your check(s) totaling \$78.75. 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 return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Doris Brown
Document Specialist

Letter Number: 199A00047858

ARTICLES OF INCORPORATION
OF
REBECCA S. EMERY, P.A.

FILED
99 OCT 26 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice real estate sales 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 and Section 621, of the Florida statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be REBECCA S. EMERY, P.A.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation is 2412 Devonswood Road, Titusville, FL 32780. The mailing address for the corporation is the same.

ARTICLE IV - PURPOSES

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

A. To engage in every aspect of the practice of real estate sales, and all of its fields and specialization's.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing or otherwise duly licensed or legally authorized within the State of Florida to render said professional services.

C. To invest its funds in any type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services herein specified.

E. To do everything necessary and proper in accomplishing the purposes set forth herein and to do anything incidental

thereto which is not forbidden under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "common shares". The consideration to be paid for each share shall be payable in lawful money, property, labor or services. Shares of the corporation's common stock 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.

ARTICLE VI - INITIAL DIRECTORS

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

| | |
|------------------|----------------------------------------------|
| REBECCA S. EMERY | 2412 Devonswood Road Titusville, FL 32780 |
|------------------|----------------------------------------------|

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporator of this corporation is as follows:

| | |
|------------------|----------------------------------------------|
| REBECCA S. EMERY | 2412 Devonswood Road Titusville, FL 32780 |
|------------------|----------------------------------------------|

ARTICLE VIII - REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is as follows:

| | |
|------------------|----------------------------------------------|
| REBECCA S. EMERY | 2412 Devonswood Road Titusville, FL 32780 |
|------------------|----------------------------------------------|

ARTICLE IX - 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.

ARTICLE X - 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.

ARTICLE XI - 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.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XII - 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.

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of January, 1998.

Rebecca S. Emery
REBECCA S. EMERY

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for REBECCA S. EMERY, P.A. and agrees to perform all duties and accept all responsibilities imposed by law.

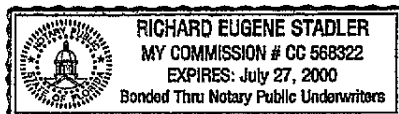
Rebecca S. Emery
REBECCA S. EMERY

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared REBECCA S. EMERY who is personally known to me or who produced her Florida driver's license for identification, and who took an oath and executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same, this 21st day of October, 1999.

Richard E. Stadler
Notary Public, State of Florida
Richard E. Stadler
My Commission Expires:

(S E A L)



STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared REBECCA S. EMERY who was personally known to me or who produced her Florida driver's license for identification, and who took an oath and executed the foregoing Acceptance of Registered Agent and acknowledged before me that she executed the same, this 21st day of October, 1999.

Richard E. Stadler
Notary Public, State of Florida
Richard E. Stadler
My Commission Expires:

(S E A L)

