

LAW OFFICES

RUSSO & BAKER, P.A.
GABLES INTERNATIONAL PLAZA
2655 LE JEUNE ROAD
SUITE 201
CORAL GABLES, FLORIDA 33134

TELEPHONE 305 476-8300
TELEFAX 305 476-8383

LAURA L. RUSSO
RONALD G. BAKER

EDMUND P. RUSSO
OF COUNSEL

99000108840

December 13, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

800003071278-2
-12/15/99-01072-001
*****81.75 *****78.75

RE: Vicky Rua, P.A.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced matter, which Articles we shall appreciate your filing. Also enclosed please find our check in the amount of \$81.75 to cover the filing fee of \$35.00, certified copy of \$11.75, and the registered agent designation fee of \$35.00.

After the Articles have been filed, we shall appreciate your certifying the enclosed copy and returning it to this office to the attention of the undersigned.

Very truly yours,



Ronald G. Baker

RGB:gf
Enclosures

FILED
99 DEC 15 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VICKY RUA, P.A.

FILED
99 DEC 15 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a duly licensed real estate agent under the laws of the State of Florida, adopts these articles to form a corporation under the professional service corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE ONE

NAME

The name of the professional service corporation is VICKY RUA, P.A.

ARTICLE TWO

PURPOSE

The professional service corporation is formed to engage in the sale and leasing of residential and commercial real estate. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE THREE

TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual who is a duly licensed real estate agent in the State of Florida.

ARTICLE FIVE

PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The address of the principal office and initial registered office of this professional service corporation is: 841 Andalusia Avenue, Coral Gables, Florida 33134. The name of the initial registered agent at that address is: Vicky Rua, 841 Andalusia Avenue, Coral Gables, Florida 33134.

ARTICLE SIX

BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall

consist of one member. The name and address of the members of the first board of directors are:

Vicky Rua
841 Andalusia Avenue
Coral Gables, FL 33134

ARTICLE SEVEN

SUBSCRIBER

The names and addresses of the persons signing these Articles of Incorporation subscriber are:

Vicky Rua
841 Andalusia Avenue
Coral Gables, FL 33134

ARTICLE EIGHT

RESTRAIN ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of the shareholders, or in the event of the death of any of the shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provision shall not effect the rights of third

parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting, especially called for that purpose.

ARTICLE NINE

AMENDMENT

The corporation reserves the right to amend or appeal any provisions in these Articles of Incorporation in the manner provided by Law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE TEN

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

MEETING BY CONFERENCE TELEPHONE

Members of the board of directors may participate in regular or special meetings of the board of directors by means of conference telephone as provided by law.

ARTICLE TWELVE

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation on the 9th day of December, 1999.

Vicky Rua
VICKY RUA

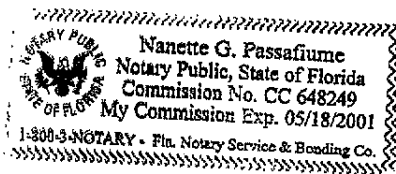
STATE OF FLORIDA)
)ss.
COUNTY OF MIAMI-DADE)

Before me, the undersigned authority, personally appeared VICKY RUA, to me well know to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 9th day of December 1999.

Nanette G. Passafiume

My commission Expires:



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

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:

That VICKY RUA, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Coral Gables, State of Florida, has named VICKY RUA, 841 Andalusia Avenue, Coral Gables, State of Florida, as its agent to accept service of process within Florida.

Vicky Rua
VICKY RUA

99 DEC 15 PM 4:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Dated this 9th day of December, 1999.

Vicky Rua
VICKY RUA