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HERBERT J. BUCK, P.A.

ACCOUNTANT / TAX SPECIALIST

5405 JAEGER ROAD

NAPLES, FLORIDA 34109

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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- Walk in Pick up time Certified
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

T BROWN JUN 22 2000
Examiner's Initials

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GAIL BARLOW, PA

The undersigned does hereby agree to become a coporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLES I

The nature of the business and objects and purposes to be transacted and carried on by this corporation is to conduct a Real Estate Sales Business related activities and to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other

corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer of offices, individually or jointly may be a party or parties to, or interested in any contract or transaction of this corporation, or in which this corporation is interested in and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise be interested.

ARTICLE II

The name of the corporation shall be:

GAIL BARLOW,PA

ARTICLE III

The authorized capital stock of this corporation shall be seven thousand five hundred (7500) shares with a par value of one dollar (\$1.00) per share.

ARTICLE IV

The principal place of business of this corporation shall be:

3951 Gulf Shore Blvd Apt 101
Naples, Florida 34103

ARTICLE V

The business of the corporation shall be managed and conducted by a Board Of Directors of not less than one (1) nor more than two (2) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of one directors and the name and address of the director are as follows:

Gail Barlow
3951 Gulf Shore Blvd Apt 101
Naples, Florida 34103

ARTICLE VI

The street address of the initial principal officer of this corporation is:
3951 Gulf Shore Blvd Apt 101, Naples, Florida, 34103 and the name and address of
initial registered agent of this corporation is:

Gail Barlow
3951 Gulf Shore Blvd Apt 101
Naples, Florida 34103

ARTICLE VII

The name and address of the person forming this corporation is:

Gail Barlow
3951 Gulf Shore Blvd Apt 101
Naples, Florida 34102

ARTICLE VIII


The annual meeting of the stockholders shall be held at the office of the corporation on the second Monday in July of each and every year. The executive officers of this corporation shall be a President, a Secretary, a Treasurer, and at the option of the stockholders, one or more Vice-Presidents. The office of any one or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as aforesaid. The stockholders shall have the power to fill any vacancy in any office.

ARTICLE IX

The first meeting of the incorporated and stockholders for the purpose of organizing and adopting By-Laws and election of officers shall be held at the office of the corporation.

IN WITNES WHEREOF, the party hereto has hereunto set his hand and seal this

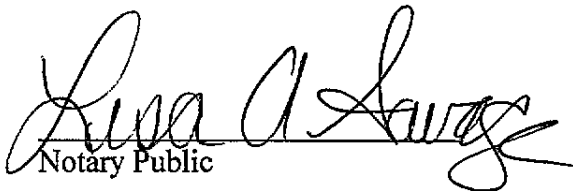
15 day of June 2000.


Gail Barlow / Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNES my hand and official seal at Collier and State and County
this 15 day of JUNE 2000.


Notary Public



Lisa A. Savage
MY COMMISSION # CC768129 EXPIRES
December 18, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATION OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT

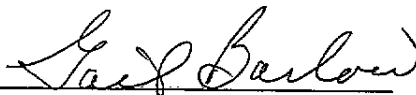
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act GAIL BARLOW, PA desires to organize under the laws of the state of Florida with the principal place of business as indicated in the Articles of Incorporation located in Naples, Florida, Collier County has named Gail Barlow its agent to accept service of process in this and designates said address as the Registered Office.



Gail Barlow

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



Gail Barlow