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(City/State/Zip/Phone #)

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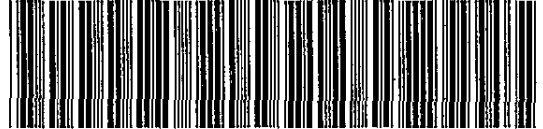
(Business Entity Name)

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FILED
2004 JUN 14 PM 2:57
TALLAHASSEE FLORIDA

for 6/15/04

TRANSMITTAL LETTER

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2004 JUN 14 PM 2:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

SUBJECT: James D. Shaw, P.A.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: James A. Pilon, Esq
Name (Printed or typed)

1000 Tamiami Trail North, #201
Address

Naples, FL 34102
City, State & Zip

239-263-8282 x303
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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2004 JUN 14 PM 2:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

JAMES D. SHAW, P.A.

The undersigned, being a natural person duly licensed under the provisions of Chapter 475, Florida Statutes, hereby forms a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

James D. Shaw, P.A..

ARTICLE II

PURPOSE

This corporation is being organized for the following purposes:

A. To engage in a real estate practice as a licensee under the provisions of Chapter 475, Florida Statutes and to carry on services incident thereto. Said practice is the sole and exclusive professional service to be rendered by the corporation.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of the corporation.

C. The professional services of the corporation shall be carried out only through officers, employees, and agents, each of whom has been similarly licensed and is duly authorized in the State of Florida..

ARTICLE III

DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

CAPITALIZATION

The amount of capital with which the corporation will begin is not less than \$1,000.00.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of this corporation shall be located at 3988 Cordgrass way, Naples, FL 34112.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3988 Cordgrass Way, Naples, FL 34112, and the name of the initial registered agent of the corporation at that address is James D. Shaw. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII

CORPORATE POWERS

The corporation shall have all of the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these articles of incorporation are:

James D. Shaw 3988 Cordgrass Way Naples, FL 34112.

ARTICLE X

DIRECTORS

The corporation is to be managed by a board of directors. The initial board of directors shall consist of one (1) member. The name and address of the initial director are: James D. Shaw, 3988

Cordgrass Way, Naples, FL 34112. The initial director shall hold office until his successor or successors are elected and qualify as provided in the bylaws. The term of office of each director shall be two (2) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE XI

BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of two-thirds of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XII

DISSOLUTION

The corporation may be dissolved at any time by the unanimous written consent of the shareholders; or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each

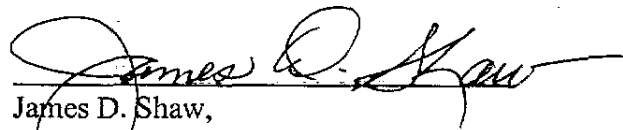
ARTICLE XIII

S ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

shareholder to participate in the distribution in direct proportion to the number of shares held by him.

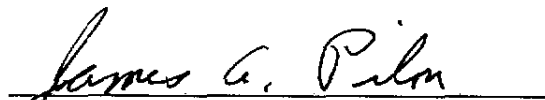
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 10 day of June 2004.


James D. Shaw,
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10 day of June 2004, by James D. Shaw, who is personally known to me or who has produced N/A (type of identification) as identification and who did not take an oath.

(SEAL)


NOTARY PUBLIC
My Commission Expires:
Commission No:
Typed or Printed Name of Notary



James A. Pilon
MY COMMISSION # DD082048 EXPIRES
January 5, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

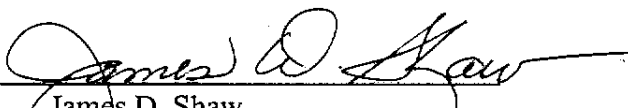
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607, Florida Statutes, the following is submitted,
in compliance with said Act:

THAT, JAMES D. SHAW, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named James D. Shaw located at 3988 Cordgrass Way, 34112, City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

By: 
James D. Shaw

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CLERK OF STATE
TALLAHASSEE FLORIDA