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LAW OFFICES
OF
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August 7, 2000

H. ANTHONY HEIST
Admitted Florida & New Jersey

DAVID R. WEISSE
Admitted Florida & Connecticut

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****122.50 *****78.75

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of NORTHEAST FLORIDA ASSOCIATION OF RESIDENTIAL
PROPERTY MANAGERS CHAPTER OF THE NATIONAL ASSOCIATION OF RESIDENTIAL
PROPERTY MANAGERS, INC., A FLORIDA NONPROFIT CORPORATION

Dear Sir/Madam:

Enclosed please find a check in the amount of \$122.50, payable
to the Secretary of State, State of Florida, in payment of the
following:

1. Filing of Articles of Incorporation \$70.00
2. Certified copy of filed Articles \$52.50

Also enclosed, please find the original and one copy of the
Articles of Incorporation for the above-named corporation. Upon
your approval and your filing of the original of these Articles,
I would request that you send me a certified copy of the same to
the above Post Office address.

Thanking you in advance for your cooperation, I remain,

Very truly yours,

H. Anthony Heist

HAH:cs
Enc.

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00 AUG -9 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN AUG 15 2000

JUL 24 2000

ARTICLES OF INCORPORATION

OF

NORTHEAST FLORIDA ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS
CHAPTER OF THE NATIONAL ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS,
INC., A FLORIDA NONPROFIT CORPORATION

The undersigned, acting as incorporator of a not-for-profit
corporation pursuant to Chapter 617, Florida Statutes, adopts the
following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is NORTHEAST FLORIDA ASSOCIATION OF
RESIDENTIAL PROPERTY MANAGERS CHAPTER OF THE NATIONAL ASSOCIATION OF
RESIDENTIAL PROPERTY MANAGERS, INC.

ARTICLE II - PLACE OF BUSINESS

The principal place of business and mailing address of this
corporation shall be:

3943 BAYMEADOWS RD.
JACKSONVILLE, FL 32217

ARTICLE III - PURPOSE

This corporation is organized to establish a permanent trade
association in the residential property management industry in the
state of Florida; to promote a standard of business ethics,
professionalism, and fair practices among its members; to establish
and promote education of its members; and to provide and promote an
exchange of ideas regarding residential property management; to
exercise all rights and powers conferred by the laws of the State of
Florida upon Nonprofit corporations. No part of the net earnings of
the Corporation shall inure to the benefit of or be distributed to its
members, directors or officers, but the corporation shall be
authorized and empowered to pay reasonable compensation to these
people for services rendered, and to make payments and distributions
in furtherance of its stated purposes. The corporation shall not
engage in any action which is not permitted to be carried on by
nonprofit corporations under the Internal Revenue Code.

ARTICLE IV - MANNER OF ELECTION

The by-laws shall provide for the manner in which future
directors are elected or appointed. The original board of directors
shall be:

Wendell D. Davis
Watson Realty Corp.
3943 Baymeadows Rd.
Jacksonville, FL 32217

Joan Sapia
Prudential Realty
254 3rd St.
Neptune Beach, FL 32266

Carole Martin
Ponte Vedra Club Realty
280 Ponte Vedra Blvd.
Ponte Vedra Beach, FL 32082

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Paul Woods
Watson Realty Corp.
3943 Baymeadows Rd.
Jacksonville, FL 32217

ARTICLE V - LIMITATION OF CORPORATE POWERS

This Corporation shall be subject to all rules, regulations, ethics, standards and by-laws of the National Association of Residential Property Managers, Inc., and no by-laws of this corporation shall conflict with those of the National Association of Residential Property Managers, Inc.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

H. ANTHONY HEIST
ATTORNEY AT LAW
1661 ESTERO BLVD., SUITE 20
FORT MYERS BEACH, FL 33931

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator for these articles of incorporation is:

Wendell D. Davis
Watson Realty Corp.
3943 Baymeadows Rd.
Jacksonville, FL 32217

The undersigned incorporator has executed these Articles of Incorporation this ____ day of July, 2000.

Signature of Incorporator:

Wendell D. Davis
Wendell D. Davis - INCORPORATOR

STATE OF FLORIDA
COUNTY OF Duval

EXECUTION OF the foregoing Articles of Incorporation was acknowledged before me this 27 day of July, 2000, by Wendell D. Davis, who () did (x) did not take an oath and who is either personally known to the undersigned officer or has produced the following form of identification

Personal known to me
(IDENTIFICATION)

NOTARY PUBLIC - SIGNATURE ABOVE
NOTARY NAME - Steven T. LATHAM
COMMISSION NUMBER CC622158
COMMISSION EXPIRATION DATE 2/17/2001
(Notary Name/Commission number/Exp. Date
to be typed or printed)

(NOTARY SEAL)



Steven T Latham
My Commission CC622158
Expires February 17, 2001

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of state of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

The name of the corporation is **NORTHEAST FLORIDA ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS CHAPTER OF THE NATIONAL ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS, INC.**

The name and address of the registered agent and office is:

H. ANTHONY HEIST
ATTORNEY AT LAW
1661 ESTERO BLVD., SUITE 20
FORT MYERS BEACH, FL 33931

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


H. ANTHONY HEIST, ATTORNEY

DATE

August 7, 2000

FILED
00 AUG -9 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA