

P000000010116

December 31, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-01/25/00--01003--005
*****78.75 *****78.75

Subj: Incorporation of REO Enterprises, Inc..

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of theses Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at 2193 West King Street, Suite C, Cocoa, FL. 32926.

If there are any questions concerning this filing, please contact me at (321) 638 - 4947.

Thank you for your assistance in this matter.

Sincerely,

Tracy B. Owens
Tracy Owens

FILED
JAN 24 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-31-00

ARTICLES OF INCORPORATION
OF
REO ENTERPRISES, INC..

FILED
JAN 24 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is
REO ENTERPRISES, INC..

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all
lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value
common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this
corporation of the same kind, class or series as that which he/she already holds,
shall have the right to purchase his/her pro rata share (as nearly as may be done
without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2193 West King Street, Suite C, Cocoa, FL. 32926, and the name of the initial registered agent of the corporation at that address is Tracy Owens.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(s) of the initial director(s) of this corporation are:

Tracy Owens
2193 West King Street, Suite C
Cocoa, FL 32926

Raymond Owens
2193 West King Street, Suite C
Cocoa, FL 32926

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2193 West King Street, Suite C, Cocoa, Brevard County, FL 32926.

ARTICLE IX INCORPORATOR

The name and address of the person signing these articles is:

Tracy Owens
2193 West King Street, Suite C
Cocoa, FL 32926

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 31ST day of December 1999.

Tracy B. Owens 12-31-99
Tracy Owens

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 31ST day of December 1999.

Kenneth G. Harris
Notary Public



DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes,
the following is submitted:

That REO Enterprises, Inc., desiring to organize under the laws of the
State of Florida, with its principal office at 2193 West King Street, Suite C,
Cocoa, FL. 32926, has named Tracy Owens, located at 2193 West King Street,
Suite C, Cocoa, FL. 32926, as it's agent to accept service of process within this
state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named
Corporation, at the place designated in this certificate, the undersigned agrees to
act in this capacity, relative to keeping the designated office open.

Tracy B. Owens 12-31-99
Tracy Owens
Registered Agent

FILED
00 JAN 24 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA