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 Broward TAFF, JR - Attorney
 Requestor's Name
 PO Box 37190
 Address
 Tall Fl 32315-7190
 City/State/Zip Phone #

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

1. Waterford Realty Inc
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #) 200002002872--4
 -11/13/96--01107--003
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4. _____
 (Corporation Name) (Document #) 200002002872--4
 -11/13/96--01107--004
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- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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D. BROWN NOV - 7 1996

Examiner's Initials	
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ARTICLES OF INCORPORATION OF WATERFORD REALTY, INC.

The undersigned adopt the following articles of incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I - NAME

The name of the corporation is WATERFORD REALTY, INC.

ARTICLE II - CORPORATE SHARES

The aggregate number of shares which the corporation is authorized to issue is 7,000 shares. Such shares shall be of a single class and shall have a par value of \$1.00 (one dollar) per share.

ARTICLE III PRE-EMPTIVE RIGHTS

The corporation elects to have preemptive rights and grants to its shareholders a preemptive right to acquire proportional amounts of the corporation's shares upon any future amendment of these articles authorizing the issuance of additional shares.

The applicability of the preemptive rights shall be as provided in §607.0603 F.S. and, as therein specifically provided, shall be subject to the following provisions:

A. Shares shall not be issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates without the applicability of the preemptive rights.

B. Shares shall not be issued to satisfy option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates without the applicability of the preemptive rights.

C. Shares shall not be issued for other than cash without the applicability of the preemptive rights.

ARTICLE IV - INITIAL PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of both the initial principal and registered office of the corporation is 2639 North Monroe Street, Suite 143 C, Tallahassee, Florida 32304, and the name of the initial registered agent at such address is Patricia W. Alley.

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The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE V - BOARD OF DIRECTORS

The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The initial directors shall hold office for the first year of existence of the corporation or until successors are elected or appointed and qualified, whichever occurs first.

ARTICLE VI - INCORPORATORS

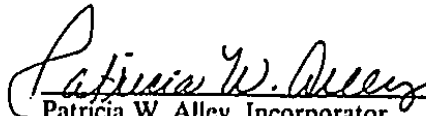
The name and address of the incorporator is:

Patricia W. Alley
Route 8, Box 202
Tallahassee, Florida 32311

ARTICLE VII - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written instrument manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this 6th day of November, 1996.


Patricia W. Alley, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation were acknowledged before me this 6th day of November, 1996, by Patricia W. Alley who is personally known by me, and who did not take an oath.



Angela L. Stewart
NOTARY PUBLIC
Commission # CC253040

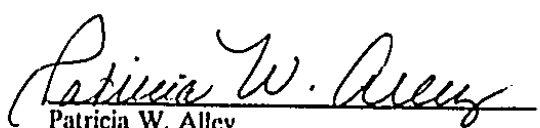
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To: Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida

RESIDENT AGENT'S ACCEPTANCE OF APPOINTMENT

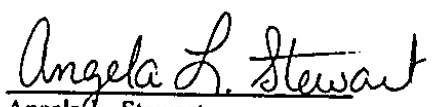
Having been named resident agent in the foregoing articles of incorporation to accept service of process for the WATERFORD REALTY, INC., at Route 8, Box 202, Tallahassee, Florida 32311, I do hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501, Florida Statutes (1993).

Dated this 6th day of November, 1996.


Patricia W. Alley

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 6th day of November, 1996, by Patricia W. Alley, who is personally known to me, and who did not take an oath.


Angela L. Stewart
Notary Public
Commission No. CC253040