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PREFERRED
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 206496 4376832

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 31, 1996

ORDER TIME : 11:17 AM

ORDER NO. : 206496-005

CUSTOMER NO: 4376832

CUSTOMER: Ms. Teresa Hanson
Humphrey & Knott
3rd Floor
1625 Hendry Street
Ft. Myers, FL 33901

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*****70.00 *****70.00

8/12/31
96 DEC 31 PM 3:57
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: NATION-WIDE REAL ESTATE
DISCOUNTERS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

RECEIVED
6 DEC 31 AM 2:35
SION OF CORPORATION

R96-4658

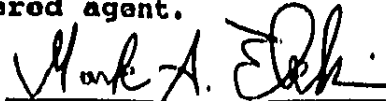
**APPLICATION BY A FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH FSA § 607.1503, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF
FLORIDA:**

1. **Name of Corporation:**
Nation-Wide Real Estate Discounters Corporation
2. **The state under whose laws the corporation is incorporated:**
New Jersey
3. **FEI number, if applicable:**
22-3263274
4. **Date of incorporation in the domiciliary state:**
November 3, 1993
5. **Duration:**
Perpetual
6. **Date first transacted business in Florida:**
January 1, 1997
7. **Current mailing address:**
14360 South Tamiami Trail, Suite 200,
Fort Myers, FL 33912
8. **Purposes of corporation authorized in home state or country to
be carried out in the state of Florida:**
All legal purposes
9. **Name and street address of Florida registered agent:**
Mark A. Ebelini, Esq., Humphrey & Knott, P.A.
1625 Hendry Street, Suite 301, Fort Myers, FL 33901

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SECRETARY OF STATE
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10. Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Mark A. Ebelini, Registered Agent

11. Attached hereto is a certificate of good standing duly authenticated by the secretary of state or other official having custody of corporate records in the state under whose laws the corporation is incorporated.

12. The names and addresses of each of the corporation's directors are as follows:

Keith Campbell
David Bittner
Michael Welsh

All at: 14360 South Tamiami Trail, Suite 200
Fort Myers, FL 33912

13. The names and addresses of each of the corporation's officers are as follows:

President:	Keith Campbell
Vice President/Treasurer:	David Bittner
Vice President/Secretary:	Michael Welsh

All at: 14360 South Tamiami Trail, Suite 200
Fort Myers, FL 33912

Date: December 24, 1996

 PRES.
Keith Campbell, President

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NEW JERSEY SECRETARY OF STATE
NATION-WIDE REAL ESTATE DISCOUNTERS CORPORATION

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED NJ BUSINESS WAS FILED IN THIS OFFICE ON NOV. 03, 1993.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

C/O OTTO J KOSTBAR ESQ

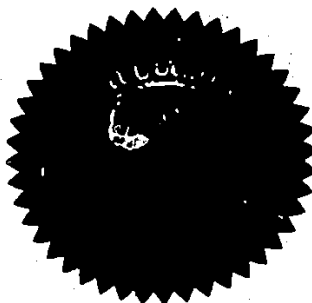
PO BOX 198 5 STOCKTON AVE

JAMESBURG

NJ 08831

AND THE REGISTERED AGENT IS GARY ROBINSON.

DEC. 20, 1996



Donna R. Hooley