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Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

March 6, 2000

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

200003162202--8
-03/08/00--01056-014
*****78.75 *****78.75

Re: The Real Estate Investor's Network, Inc.
Northeast Florida Chapter

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for The Real Estate Investor's Network, Inc. Northeast Florida Chapter. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing and certification.

If you have any questions please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne/cys
Lee S. Osborne

LSO/cys

Enclosures

00 MAR - 8 PM 2:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc 3/14

**ARTICLES OF INCORPORATION FOR
THE REAL ESTATE INVESTOR'S NETWORK, INC.
NORTHEAST FLORIDA CHAPTER
A FLORIDA NOT FOR PROFIT
CORPORATION**

FILED
00 MAR -8 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statute, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

Name

The name of the corporation shall be The Real Estate Investor's Network, Inc., Northeast Florida Chapter.

The principal address of the corporation at the time of incorporation is 4806 San Juan Avenue, Jacksonville, County of Duval, Florida 32210.

ARTICLE II

Duration

The duration of the corporation is perpetual unless dissolved according to law.

Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

ARTICLE III

Purpose

(a) The specific and primary purpose for which this corporation is organized is to provide social and recreational facilities for its members.

(b) The general purposes for which this corporation is organized are education and motivation, i.e. to teach its associates the principles of good practice in creative real estate investing and to motivate them to implement these principles profitably, with professional skills and, above all, with honesty, integrity and a high level of ethics.

(c) This corporation is formed and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any associate, trustee or officer of the corporation except as provided by law.

(d) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (d) of this Article III.

ARTICLE IV
Qualifications and Admissions of Associates

The authorized qualifications, and manner of admission of associates of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of associates, the liability of associates for dues and/or assessments, the method of collection, and the termination and transfer of membership, shall be as set forth in the bylaws of this corporation.

ARTICLE V
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 4806 San Juan Avenue, City of Jacksonville, County of Duval, Florida 32210 and the name of the corporation's initial registered agent at that address is Robert Clark.

ARTICLE VI
First Board of Directors

The following nine (9) persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>Name</u>	<u>Address</u>
Robert Clark	4806 San Juan Avenue Jacksonville, Florida 32210
Darryl Wallace	8114 Montasanta Avenue Jacksonville, Florida 32211
Don Butts	3617 College Street Jacksonville, Florida 32205
Robert E. Bryan, Sr.	6774 Bakersfield Drive Jacksonville, Florida 32210
Marie Bryan	6774 Bakersfield Drive Jacksonville, Florida 32210

Joe Penzera	12343 York Harbor Drive Jacksonville, Florida 32225
Lee S. Osborne	2500 Monument Road, Suite 201 Jacksonville, Florida 32225
John Riebsame	4417 Beach Boulevard, Suite 105 Jacksonville, Florida 32217
Ron Mullis	1567 Blanding Boulevard Jacksonville, Florida 32210

ARTICLE VII
Basis Under Which Corporation Organized

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its associates, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE VIII
Management of Corporate Affairs

(a) *Board of Directors.* The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of nine (9) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors.

(b) *Election of Directors.* The method of electing directors shall be set forth in the bylaws.

(c) *Elective Officers.* Other offices and officers may be established or appointed by the directors of this corporation at any special meeting of directors called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE IX
Incorporators

The name and address of each incorporator are as follows:

<u>Name</u>	<u>Address</u>
Robert Clark	4806 San Juan Avenue Jacksonville, Florida 32210

ARTICLE X
Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all associates of this corporation.

ARTICLE XI
Amendment of Articles

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors. Amendments may be adopted by a vote of two-thirds (2/3) of the board of directors of the corporation.

ARTICLE XII
Miscellaneous

In witness, the undersigned incorporator(s) have executed these articles of incorporation on March 6, 2000.

WITNESSES:

Chrysanthia V. Lermans

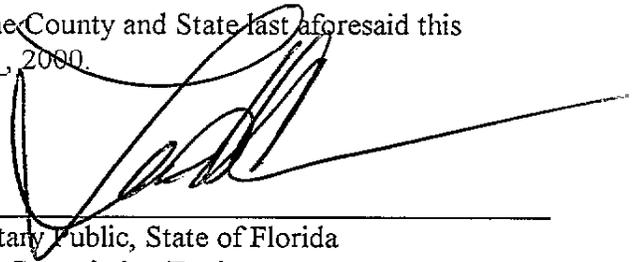
INCORPORATOR:

Robert Clark

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ROBERT CLARK instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this
6th day of March, 2000.



Notary Public, State of Florida

My Commission Expires:

SEAL

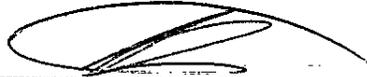


Lee S. Osborne
MY COMMISSION # CC657290 EXPIRES
July 12, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

INITIAL REGISTERED AGENT OF
THE REAL ESTATE INVESTOR'S NETWORK, INC.
NORTHEAST FLORIDA CHAPTER

The address of the initial registered agent of the corporation is 4806 San Juan Avenue,
Jacksonville, Florida 32210, and the name of its initial registered agent at such address is
ROBERT CLARK.

By his signature below, ROBERT CLARK accepts designation as registered agent of
THE REAL ESTATE INVESTOR'S NETWORK, INC. NORTHEAST FLORIDA CHAPTER.



ROBERT CLARK

FILED
00 MAR - 8 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA