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TRANSMITTAL LETTER

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

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-12/29/99--01049--015
*****78.75 *****78.75.

SUBJECT: CLAYTON REAL ESTATE, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$78.75.

FROM: KEITH CLAYTON
Name (printed or typed)
14800 NE 16TH AVENUE
Address
MIAMI FL 33161
City, State, & Zip
305 945-0799
()
Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 29 PM 5:27

FILED

Note: Please provide the original and one copy of the Articles.

1-500

ARTICLES OF INCORPORATION

OF

CLAYTON REAL ESTATE, INC.

FILED
99 DEC 29 PM 5:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CLAYTON REAL ESTATE, INC.

ARTICLE II PRINCIPAL OFFICE

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

14800 NE 16TH AVENUE
MIAMI FL 33161

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

KEITH CLAYTON
14800 NE 16TH AVENUE
MIAMI FL 33161

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

KEITH CLAYTON
14800 NE 16TH AVENUE
MIAMI FL 33161

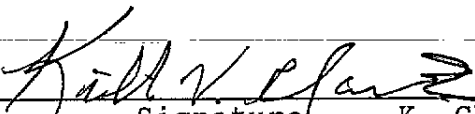
ARTICLE VI INITIAL BOARD

The corporation shall have three (3) Directors constituting the initial Board. The number of Directors may be increased or decreased per the bylaws.

The initial Board of Directors of the Corporation shall be comprised of

President	Vice President	Treasurer
Keith Clayton	Troy Clayton	Tracy Clayton
14800 NE 16th Avenue	14800 NE 16th Avenue	14800 NE 16th Avenue
Miami Fl 33161	Miami Fl 33161	Miami Fl 33161

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this TWENTY-THIRD day of DECEMBER, 19 99.

x 
Signature K. CLAYTON

Signature

Signature

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

CLAYTON REAL ESTATE, INC.

2. The name and address of the registered agent and office: _____

KEITH CLAYTON

(NAME)

14800 NE 16TH AVENUE

(P.O. BOX NOT ACCEPTABLE)

MIAMI FL 33161

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE X _____

K. CLAYTON

12/22/99

DATE _____