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VIA FEDERAL EXPRESS

FILED
00 JAN -6 AM 10:54
TALLAHASSEE FLORIDA

January 4, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/06/00--01083--006
*****70.00 *****70.00

Re: Real Estate Investment Strategies, Inc.

Dear Sir/Madame:

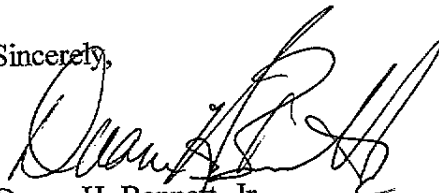
Please find enclosed two original copies of the articles of incorporation and certificate of designation of registered agent/registered office for the above corporation. Also enclosed is a check in the amount of \$70.00 which represents your fee.

Please send a stamped copy of the articles to the following address:

Duane H. Bennett, Jr.
235 Russlyn Drive
West Palm Beach, FL 33405

Thank you.

Sincerely,



Duane H. Bennett, Jr.

Enclosures

S. Thompson JAN 12 2000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
REAL ESTATE INVESTMENT STRATEGIES, INC.**

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

REAL ESTATE INVESTMENT STRATEGIES, INC.

The address of the principal office of this corporation shall be 235 Russlyn Drive, West Palm Beach, FL 33405, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 235 Russlyn Drive, West Palm Beach, FL 33405, and the name of the initial registered agent of the corporation at that address is Duane H. Bennett, Jr.

ARTICLE V. TERM OF EXISTENCE


This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Duane H. Bennett, Jr.
235 Russlyn Drive
West Palm Beach, FL 33405

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
on this 4 day of January, 2000


Duane H. Bennett, Jr.

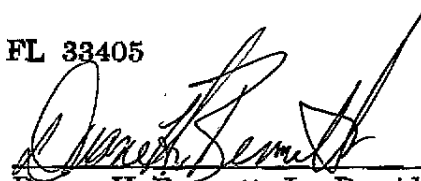
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE
SECRETARY OF STATE

Pursuant to the provisions of section 607.0501, 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: Real Estate Investment Strategies, Inc.
2. The name and address of the registered agent and office is:

Duane H. Bennett, Jr., Registered Agent
235 Russlyn Drive
West Palm Beach, FL 33405


Duane H. Bennett, Jr., President

Date: 1-4-00

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.


Duane H. Bennett, Jr.

Date: 1-4-00