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BJ ACCOUNTING ASSOCIATES, INC.  
2800 W. OAKLAND PARK BLVD. SUITE 109; FT. LAUDERDALE, FL. 33311

FEBRUARY 1, 2000

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

ATTENTION: INCORPORATION SECTION

REFERENCE: JERRY OBERLEY REALTY, INC.

ENCLOSED HEREIN YOU WILL FIND COPIES EACH OF THE  
ARTICLES OF INCORPORATION AND YOUR FEE IN THE AMOUNT OF  
SEVENTY DOLLARS (\$70.00) TO COVER THE REQUIRED FILING  
CHARGES FOR THE ENCLOSED INCORPORATION.

PLEASE PROCESS AS SOON AS POSSIBLE AND FORWARD THE COMPLETED  
DOCUMENTS TO OUR NEW ADDRESS:

BJ ACCOUNTING ASSOCIATES, INC.  
2800 W. OAKLAND PARK BLVD.  
SUITE 109  
FORT LAUDERDALE, FL. 33311

THANK YOU FOR YOUR COOPERATION IN THIS MATTER. IF YOU HAVE  
ANY QUESTIONS, PLEASE CONTACT THE ACCOUNTING OFFICE AT THE  
ADDRESS AND OR PHONE NUMBERS LISTED HEREIN. PHONE: (954)  
731-2244 AND FAX US AT (954) 731-6688.

SINCERELY YOURS,

*Betty Martin*  
BETTY MARTIN

ENCS.

BM/B

PLEASE NOTE OUR NEW ADDRESS

FILED  
00 FEB -3 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-9  
WCC

FILED  
00 FEB -3 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
JERRY OBERLEY REALTY, INC.

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby present these Articles of Incorporation for the formation of a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, do hereby make, subscribe, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I  
CORPORATE NAME

The name of this corporation shall be:  
JERRY OBERLEY REALTY, INC.

ARTICLE II  
PURPOSE

The general nature and purpose of the business to be transacted by this corporation shall be:

To engage in every phase and aspect of real estate sales.

To engage in any other type of lawful business for which the corporation or corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to Five Hundred (500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV  
CAPITAL

The amount of capital with which this corporation shall commence business is not less than Two Hundred Fifty Dollars (\$250.00).

ARTICLE V  
DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing of the Articles of Incorporation and shall have perpetual existence unless dissolved according to law.

ARTICLE VI  
ADDRESS

The principal office and mailing address of this corporation shall be located at 4723 S. W. 34th Terrace, Fort Lauderdale, Florida 33312. However, the address may be changed to another location at a later date.

ARTICLE VII  
SUBSCRIBER

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

JERRY OBERLEY  
4723 S. W. 34TH TERRACE  
FORT LAUDERDALE, FLORIDA 33312

ARTICLE VIII  
BOARD OF DIRECTORS

The Director constituting the initial Board of  
Directors shall be one (1) in number at this time but may  
increase at any time thereafter. The name and address  
of the person who will serve as board member is:

JERRY OBERLEY  
4723 S. W. 34TH TERRACE  
FORT LAUDERDALE, FL. 33312

ARTICLE IX

The original incorporator of this corporation  
shall have the right upon its organization to assign and  
deliver his subscription of stock or a specified number of  
stock shares thereof to any other person or to firms or  
corporations who may hereafter become subscribers to the  
capital stock of said corporation; who upon acceptance of  
such assignment, shall stand in lieu of the incorporator and  
assume and carry out all the rights, liabilities and duties  
entailed by said subscriptions subject to the laws of the  
State of Florida and the execution of these instruments of  
assignment.

ARTICLE X

The name and address of the corporate officer of this corporation and the corporate offices held until a successor and or successors are elected is:

JERRY OBERLEY  
4723 S. W. 34TH TERRACE  
FORT LAUDERDALE, FL. 33312

PRESIDENT/SECRETARY

ARTICLE XI

The corporation shall indemnify any Officer or Director of this corporation to the full extent as permitted by law.

ARTICLE XII  
STOCKHOLDER

The name and address of the stockholder of this corporation is:

JERRY OBERLEY  
4723 S. W. 34TH TERRACE  
FORT LAUDERDALE, FL. 33312

ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision or provisions thereof, contained in these Articles of Incorporation in the same manner now or hereafter prescribed by Statute, and all rights conferred upon its stockholders herein are granted subject to this condition.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the uses and purposes aforesaid and does hereby declare and certify that the facts contained herein are true, this 1 day of Feb., in the year 2000.

  
JERRY OBERLEY

FILED  
00 FEB -3 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

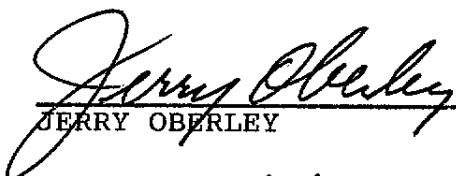
DESIGNATED REGISTERED AGENT AND OFFICE

The designated registered agent and office of  
JERRY OBERLEY REALTY, INC. is:

JERRY OBERLEY  
4723 S. W. 34TH TERRACE  
FORT LAUDERDALE, FL. 33312

and he will accept service of process for the above  
stated corporation at the place designated herein.

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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.

  
JERRY OBERLEY

DATE:

2/1/2000