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February 9, 2000

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*****78.75 *****78.75

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: OPUS REAL ESTATE & INVESTMENT, INC.

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original Articles of Incorporation to be filed with the Secretary of State. I also enclose our firm check in the amount of \$78.75 for the cost of the filing fee.

I enclose a copy of the Articles of Incorporation and would appreciate you stamping and returning the same to me.

Should you have any questions or comments, please do not hesitate to call.

Very truly yours,



Evie Adams, as Assistant to
Clifford B. Newton

:esa
Enclosures

FILED
00 FEB 14 AM 7:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
OPUS REAL ESTATE & INVESTMENT, INC.

FILED
00 FEB 14 AM 7:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be: OPUS REAL ESTATE & INVESTMENT, INC.

ARTICLE II. GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time is 100 shares of common stock having no par value.

ARTICLE IV. CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE V. ADDRESS OF CORPORATION

The street address of the principal office of the corporation is:

10151 Deerwood Park Boulevard
Building 200, Suite 250
Jacksonville, Florida 32256.

The Board of Directors may, from time to time, move the office to any other place in the State of Florida.

The corporation shall have, with the agreement of the Board of Directors, the privilege of establishing branch offices within the State of Florida or within any other State that the Board of Directors deem necessary and proper.

ARTICLE VI . INITIAL REGISTERED OFFICE & AGENT

The name and address of the Registered Agent and the address of the Registered Office of this corporation is: **JAMES P. DELVECCHIO**, 10151 Deerwood Park Boulevard, Building 200, Suite 250, Jacksonville, Florida 32256.

ARTICLE VII. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but shall never be less than one (1).

The name and address of the Director of the corporation is:

James P. Delvecchio
10151 Deerwood Park Boulevard
Building 200, Suite 250
Jacksonville, Florida 32256.

The bylaws of the corporation shall state the manner in which director is appointed.

ARTICLE VIII. SUBSCRIBERS

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

James P. Delvecchio
10151 Deerwood Park Boulevard
Building 200, Suite 250
Jacksonville, Florida 32256.

ARTICLE XI. OFFICERS

The names and addresses of the officers of the Corporation and the offices they will hold for the first year of existence unless sooner terminated in accordance with the bylaws to be adopted by the Corporation are as follows:

James P. Delvecchio
10151 Deerwood Park Boulevard
Building 200, Suite 250
Jacksonville, Florida 32256.

President/
Secretary/Treasurer

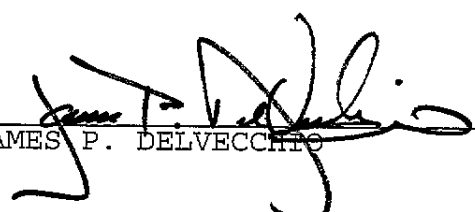
ARTICLE IX. SELF DEALING

No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are directors or officers of such corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporators, have executed the foregoing Articles of Incorporation on the 7th day of February, 2000.



JAMES P. DELVECCHIO

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
00 FEB 14 AM 7:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that OPUS REAL ESTATE & INVESTMENT, INC., desiring to organize under the laws of the State of Florida with its principal place of business at 10151 Deerwood Park Boulevard, Building 200, Suite 250, Jacksonville, Florida 32256, has named JAMES P. DELVECCHIO, at the same address, as its Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

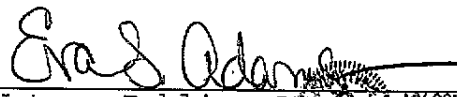
REGISTERED AGENT


JAMES P. DELVECCHIO

STATE OF FLORIDA

COUNTY OF DUVAL

Sworn to and subscribed before me this 7th day of February, 2000, by James P. Delvecchio, who is personally known to me.


Eva S. Adams
Notary Public, State of Florida
My Commission Expires: February 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.