WILLIAM C. HALDIN, JR., P.A.

Attorney at Law

WILLIAM C. HALDIN, JR. Ursula Farro, Legal Assistant 808 SOUTHEAST FORT KING STREET

OCALA, FLORIDA 34471 PHONE: (352) 369-1300 FAX: (352) 351-2715

E-MAIL: WCHatty@aol.com

May 30, 2000

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, FL 32314

Re: M & S Realty of Marion County, Inc.

Dear Sir/Madam:

Enclosed are the original and one duplicate of the proposed Articles of Incorporation of the above captioned corporation.

Please endorse your approval of the articles on the duplicate copy and return the copy to this office in the enclosed mailing envelope. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$70.00 is enclosed to cover the filing fee .

If any further charges are required, or if, for any reason, the articles do not meet current requirements, please so notify the undersigned by collect telephone call (352) 369-1300.

Sincerely,

WCH/uf

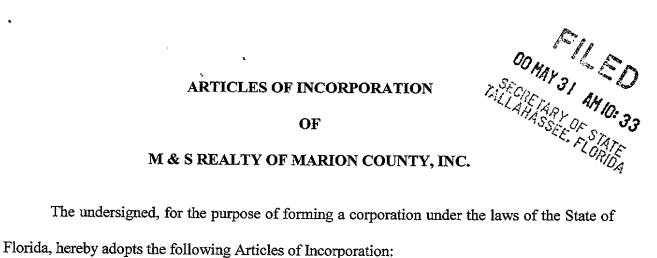
Enclosures

cc: J. B. Stoddard

ARTICLES OF INCORPORATION



M & S REALTY OF MARION COUNTY, INC.



ARTICLE I: Name

The name of the corporation is M & S REALTY OF MARION COUNTY, INC.

ARTICLE II: Business

The corporation may engage in any activity of business permitted under the laws of the United States and Florida.

ARTICLE III: Stock

The total number of shares of stock which the corporation will have authority to issue is Ten Thousand (10,000) shares of One Dollar (\$1.00) per share par value Class A common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

ARTICLE IV:

Registered Agent and Address and Principal Office

The initial address of the registered office of the corporation is 13398 N. Highway 19, Salt Springs, Florida 32134.

The name of the corporation's registered agent at said address is J. B. Stoddard.

The principal business office of the corporation is 13398 N. Highway 19, Salt Springs, Florida 32134.

ARTICLE V:

Management of Corporation by Shareholders

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal by-laws.

ARTICLE VI: Effective Date

The corporation will commence existence on acceptance of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE VII: Incorporator

Following is the name and street address of the person signing these Articles as incorporator:

J. B. Stoddard, 15400 NE 219th Avenue, Fort McCoy, Florida 32134.

ARTICLE VIII:

Shareholders as Employees

There shall be no policy prohibiting shareholders from serving as corporate officers or employees. In the event that a shareholder is employed by the corporation, said shareholder shall be entitled to receive a reasonable salary for services rendered.

ARTICLE IX: Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X: Amendment

This corporation may amend its articles of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in original articles of incorporation made at the time of making such amendment. Every amendment shall be proposed by a shareholder and approved at a shareholders' meeting by not less than seventy-five percent (75%) of the stock entitled to vote thereon.

IN WITNESS	WHEREOF,	I have	executed	these	Articles	of	Incorporation	on
 May 30) ————————————————————————————————————	, 2000.	-	.= E.				

J. B. STODDARD

STATE OF FLORIDA COUNTY OF MARION

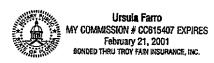
who has produced FL Drivers Liceuse as identification and is known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 304 day of May

Notary Public, State of Florida

Print Ursula Farro

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

]	I hereby	y accept	my designa	tion a	s Regis	stered	Agent	t for 1	M &	S RE	ALTY	OF	MAR	ION
COU	NTY, II	NC. as set	forth in Art	icle IV	ofthe	forego	ing Aı	rticles	of Inc	corpo	ration,	this_	304	4
day o	f	nay	, 2000.				E.					" PI	-	

B. STODDARD

B. STODDARD

B. STODDARD

B. STODDARD