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June 2, 2000

FILED
00 JUN -9 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Division of Corporations
409 E. Gaines Street
OR
P.O. Box 32399
Tallahassee, Florida 32399

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-06/09/00--01073--001
*****78.75 *****78.75

RE: Bizproperties.com, Inc.

Dear Sir or Madam:

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

Thank you for your assistance. Should you need any further information, please do not hesitate to contact this office.

Yours Very Truly

John B. Moss / JBM
John B. Moss

JBM/mcg
Enclosures

S. Thompson JUN 16 2000

ARTICLES OF INCORPORATION

OF

BizProperties.com, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is BizProperties.com, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: 2342 Glenfinnan Drive, Orange Park, Florida 32073.

ARTICLE III - DURATION

This corporation shall commence business upon filing with the Secretary of State, and thereafter shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 2342 Glenfinnan Drive, Orange Park, Florida 32073, and the name of the Corporation's initial registered agent at that address is Kenneth E. Smallwood.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

Kenneth E. Smallwood
2342 Glenfinnan Drive
Orange Park, FL 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

Kenneth E. Smallwood
2342 Glenfinnan Drive
Orange Park, Florida 32073

James W. Horne
2342 Glenfinnan Drive
Orange Park, Florida 32073

ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

- (a) The buying and selling of commercial real property and the doing of any and all things related thereto.
- (b) The ownership, purchase, sale, mortgage or pledge, and the dealing in and with all kinds and manner of property, whether real, personal, tangible or intangible.
- (c) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.

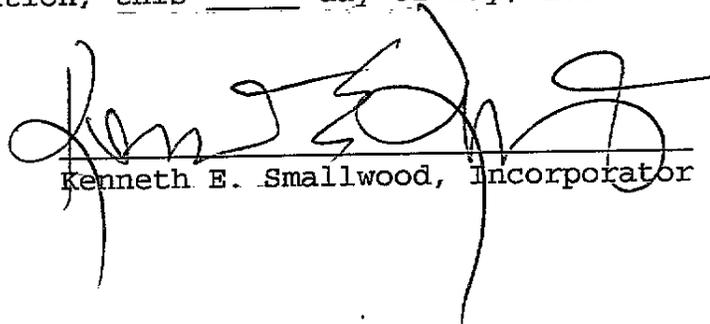
ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

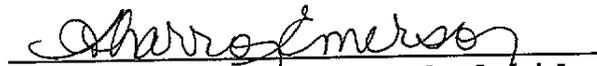
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this _____ day of May, 2000.


Kenneth E. Smallwood, Incorporator

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Kenneth E. Smallwood, who executed the foregoing Articles of Incorporation, and X who is personally known to me or _____ who produced the following identification: _____ (check one).

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this _____ day of May, 2000.


Notary Public, State of Florida
(Official Stamp)



Sharron Emerson
MY COMMISSION # CC744365 EXPIRES
May 20, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

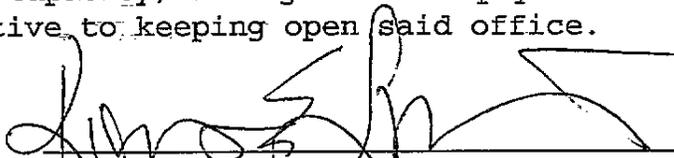
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - BizProperties.com, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 2342 Glenfinnan Drive, Orange Park, County of Clay, State of Florida, has named Kenneth E. Smallwood, of 2342 Glenfinnan Drive, Orange Park, Clay County, Florida (32073), as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Kenneth E. Smallwood
Registered Agent

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TALLAHASSEE FLORIDA