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August 2, 2000

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Secretary of State
P.O. Box 6327
Tallahassee, FL 32304
Attn: Division of Corporations

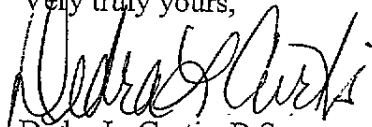
Re: JAMES R. PRESCOTT, LIC. REAL ESTATE BROKER

Gentlemen:

Enclosed please find Articles of Incorporation for the above corporation and our Trust account check in the amount of \$70.00 for the filing fee.

Please file the articles and return the enclosed photocopy with the date of filing stamped thereon. Should you have any questions, please do not hesitate to contact me at 1-888-233-8844, ext. 27, or via e-mail at dedra@olsenonlaw.com. Thank you for your assistance with this matter.

Very truly yours,


Dedra L. Curtis, B.S.
Paralegal

DLC/dc
Enclosures: As stated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ga 8/15/00

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL SERVICE CORPORATION**

FILED
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DIVISION OF CORPORATIONS
00 AUG -9 PM 1:35

OF

JAMES R. PRESCOTT, LIC. REAL ESTATE BROKER, P.A.

The undersigned natural person, competent and licensed to sell real estate in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Florida Statute 607, Florida Business Corporation Act, and Florida Statute 621, Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is **JAMES R. PRESCOTT, LIC. REAL ESTATE BROKER, P.A.**

ARTICLE II

PURPOSE

The general nature and purposes of business to be transacted promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the sale of real estate, and all its fields of specializations, as are engaged in by real estate sales.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at ONE DOLLAR (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to a Real Estate Broker in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

The corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The address of this corporation's initial principal office is 15226 E. Colonial Drive, Orlando, FL 32826 and the name of the initial registered agent of this corporation is Mary E. Prescott, whose address is 15226 E. Colonial Drive, Orlando, FL 32826.

ARTICLE VI

INCORPORATORS

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

NAME:	ADDRESS:
Mary E. Prescott	15226 E. Colonial Drive, Orlando, FL 32826

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one director. The number of Directors may be increased or decreased from time to time by resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial director of this corporation is:

NAME:	ADDRESS:
Mary E. Prescott	15226 E. Colonial Drive, Orlando, FL 32826

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary

of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE XII

SPECIAL PROVISIONS

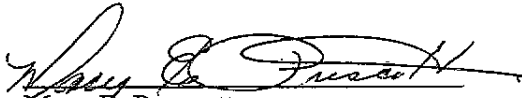
The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE XIII

AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

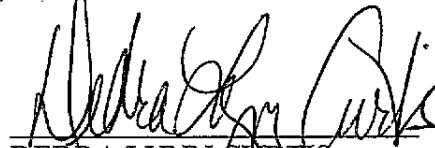
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation DATED this 2 day of August, 2000.

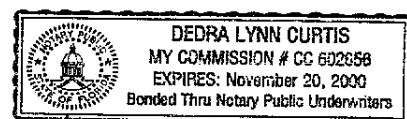

Mary E. Prescott

STATE OF FLORIDA,
COUNTY OF ORANGE,

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mary E. Prescott, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid DATED this 2 day of August, 2000.


DEDRA LYNN CURTIS
NOTARY PUBLIC
MY COMMISSION EXPIRES:



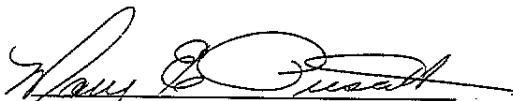
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That JAMES R. PRESCOTT, LIC. REAL ESTATE BROKER, P.A., desiring to incorporate under the laws of the State of Florida, with its principal office located at 15226 E. Colonial Drive, Orlando, FL 32826, County of Orange, State of Florida, has named Mary E. Prescott, whose address is 15226 E. Colonial Drive, Orlando, FL 32826, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 provision of said Act relative to keeping said office open.


Mary E. Prescott

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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