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August 25, 2000

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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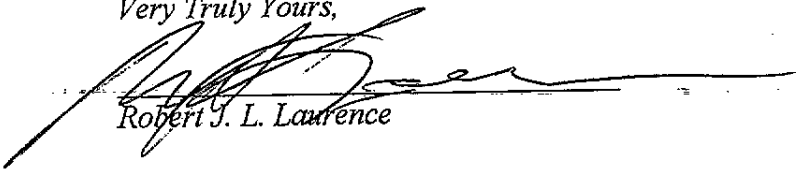
Re: OLD CITY REALTY, INC. and REALTY SHOPS.com, INC.

Gentlemen:

Enclosed please find the original Articles of Incorporation, together with my check in the amount of \$140.00.

This represents the cost of the Filing Fees for the above named corporations.

Very Truly Yours,


Robert J. L. Laurence

OLD CITY REALTY, INC.
REALTY SHOPS.com, INC.

Mailing Address for both Corporations:

221 Swallow Road
St. Augustine, FL 32086

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

REALTY SHOPS .com, Inc.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I — CORPORATE NAME

The name of the corporation is:

REALTY SHOPS .com, Inc.

ARTICLE II — DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III — PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV — CAPITAL STOCK

The corporation is authorized to issue 200 shares of common stock, par value \$1.00 per share.

ARTICLE V — INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

Initial Office
509 Turnberry Lane
St. Augustine, Florida 32080

Mailing Address
221 Swallow Road
St. Augustine, Florida 32086

ARTICLE VI — INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

Robert J.L. Laurence
509 Turnberry Lane
St. Augustine, Florida 32080

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 director(s) of the corporation are as follows:

Robert J.L. Laurence
509 Turnberry Lane
St. Augustine, Florida 32080

Roger W. McClain
221 Swallow Road
St. Augustine, Florida 32086

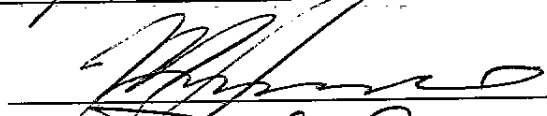
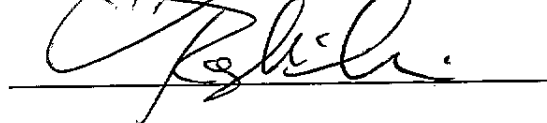
ARTICLE VIII — INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Robert J.L. Laurence
509 Turnberry Lane
St. Augustine, Florida 32080

Roger W. McClain
221 Swallow Road
St. Augustine, Florida 32086

The undersigned incorporators have executed these Articles of Incorporation this
21st day of August, 2000.

 (Signature)
 (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REALTY SHOPS .com, Inc.

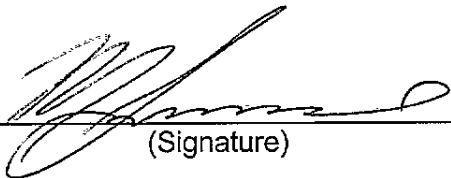
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

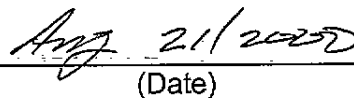
The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

has named
509 Turnberry Lane
St. Augustine, Florida 32080
Robert J.L. Laurence

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(Signature)


(Date)