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December 5, 2000

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TALLAHASSEE, FLORIDA

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA: Federal Express 8145 8275 3851

Re: **PAUNNY BRANDT REALTY AND PROPERTY MANAGEMENT, INC.**
Articles of Incorporation

Gentlemen:

You find enclosed the original plus one copy of Articles of Incorporation for PAUNNY BRANDT REALTY AND PROPERTY MANAGEMENT, INC., together with a check in the amount of \$78.75, to cover costs as follows:

Filing fee	35.00
Certified copy of Articles	35.00
Designation of Registered Agent	<u>8.75</u>

\$ 78.75

Please file these Articles of Incorporation at your earliest possible convenience and return the certified copy to me in the preaddressed, stamped envelope provided.

Your prompt assistance is very much appreciated.

Very truly yours,

NORD L. JOHNSON, P.A.

By: Nord L. Johnson, Esq.
Nord L. Johnson, Esq.

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encs

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
PAUNNY BRANDT REALTY
AND PROPERTY MANAGEMENT, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

PAUNNY BRANDT REALTY AND PROPERTY MANAGEMENT, INC.

ARTICLE II - DURATION

The term of the existence of the corporation is perpetual.

ARTICLE III - PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, of a single class, having a nominal or par value of TEN CENTS (.10) per share).

ARTICLE V - PREEMPTIVE RIGHT GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED OFFICE

The address of the principal office and the initial registered office of the corporation is 532 West Florence Avenue, DeLand, Volusia County, State of Florida, 32720. The initial registered agent of the corporation and the Registered Agent's address is:

PAULINE S. BRANDT, a/k/a Paunny Brandt, Registered Agent
532 West Florence Avenue
DeLand, Florida 32720

ARTICLE VII

The business of the corporation and the conduct of its affairs shall be managed by its common shareholders and this provision shall be binding upon all common shareholders and this provision shall be binding upon all common shareholders, its transferees, and assigns, and shall be valid only so long as its shares are not listed on the National Security Exchange or regularly quoted in an over the counter market.

ARTICLE VIII

The name and street address of the initial sole shareholder of the corporation, who is of full age and is a citizen of the United States, is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
PAULINE S. BRANDT, a/k/a Paunny Brandt	532 West Florence Avenue DeLand, Florida 32720

ARTICLE IX - OFFICERS

The principal officers of this corporation shall be a President and Secretary-Treasurer. Additional officers and agents may be appointed or elected as provided by the By-Laws. The names, titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified are as follows:

<u>NAME /ADDRESS</u>	<u>OFFICE</u>
PAULINE S. BRANDT, a/k/a Paunny Brandt 532 West Florence Avenue DeLand, Florida 32720	President/Secretary-Treasurer

ARTICLE X

The name and address of the person signing these Articles of Incorporation as a subscriber is as follows:

PAULINE S. BRANDT, a/k/a Paunny Brandt 532 West Florence Avenue
DeLand, Florida 32720

ARTICLE XI

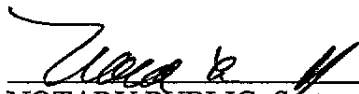
Amendment to these Articles of Incorporation may be made in the manner provided by law and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

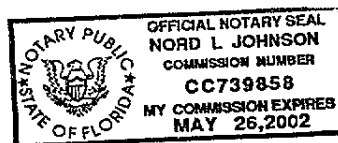
IN WITNESS WHEREOF, I, the undersigned subscriber have hereunto set my hand and seal to the above Articles of Incorporation this 5th day of December, 2000, to be effective upon the date of filing.


PAULINE S. BRANDT, a/k/a Paunny Brandt

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing ARTICLES OF INCORPORATION were acknowledged before me this 5th day of December, 2000, by **PAULINE S. BRANDT, a/k/a Paunny Brandt**, who is personally known to me to be the person described as a shareholder and/or incorporator in the foregoing Articles of Incorporation, who acknowledged before me that she executed same and who did not take an oath.


NOTARY PUBLIC, State of Florida
NORD L. JOHNSON



ACCEPTANCE BY REGISTERED AGENT

I, **PAULINE S. BRANDT, a/k/a Paunny Brandt**, the undersigned, do hereby accept the appointment of registered agent of **PAUNNY BRANDT REALTY AND PROPERTY MANAGEMENT, INC.** I am familiar with, and accept the obligations of Florida Statutes 607.325.


PAULINE S. BRANDT, a/k/a Paunny Brandt

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