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ACCOUNT NO. : 072100000032

REFERENCE : 058326 81599A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : February 28, 2001

ORDER TIME : 10:21 AM

ORDER NO. : 058326-005

CUSTOMER NO: 81599A

000003789600--8

CUSTOMER: Christopher Cathcart, Esq
Ossinsky & Cathcart, P.a.

210 North Wymore Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: GEE REAL ESTATE/USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

FILED
2001 FEB 28 PM 12:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 FEB 28 AM 12:29
TALLAHASSEE FLORIDA
J. Reynolds

EFFECTIVE DATE

03/01/01

ARTICLES OF INCORPORATION

OF

GEE REAL ESTATE/USA, INC.

FILED

2001 FEB 28 PM 12:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

GEE REAL ESTATE/USA, INC.
12179 S. Apopka-Vineland Road, Lake Buena Vista, Florida 32836

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is located at 210 N. Wymore Road, Winter Park, Florida 32789, and the name of its initial Registered Agent at that address is Christopher C. Cathcart.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name

Address

Gilbert C. Gee

12179 S. Apopka-Vineland Road
Lake Buena Vista, Florida 32836

Lourdes Sibonet Gee

12179 S. Apopka-Vineland Road
Lake Buena Vista, Florida 32836

Article 7. Incorporators. The name and address of each Incorporator is as follows:

GILBERT C. GEE
12179 S. Apopka-Vineland Road
Lake Buena Vista, Florida 32836

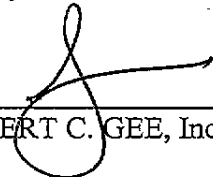
Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 11. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is March 1, 2001.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 27th day of February, 2001.



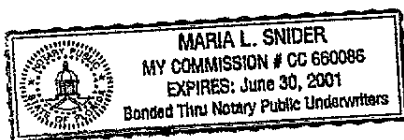
GILBERT C. GEE, Incorporator

STATE OF FLORIDA)

ss.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 27th day of February, 2001, by GILBERT C. GEE of GEE REAL ESTATE/USA, INC., a corporation, on behalf of the corporation, who is personally known or produced _____ as identification.





Notary Public MARIA L. SNIDER
My Commission expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

GEE REAL ESTATE/USA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 12179 S. Apopka-Vineland Road, Lake Buena Vista, Florida 32836, has named Christopher C. Cathcart, located at 210 N. Wymore Road, Winter Park, Florida 32789, as its agent to accept service of process within Florida.




GILBERT C. GEE

Incorporator
Title: President

02-27-01
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



CHRISTOPHER C. CATHCART, Registered
Agent

2-27-01
Date

FILED
2001 FEB 28 PM 12:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA