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June 28, 2001

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

FILED
01 JUL -5 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

06/28/01

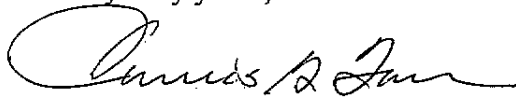
Re: Arrowhead Real Estate Group, Inc.

400004460134--8
-07/05/01--01061--010
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation, in duplicate, for the above corporation together with my check in the amount of \$70.00 for the filing fee. Please file the Articles at your earliest convenience and return a copy to me. If there is any question or problem, please let me know.

Very truly yours,



James G. Farr, Esq.

encl

PS 7/10/01

ARTICLES OF INCORPORATION
FOR
ARROWHEAD REAL ESTATE GROUP, INC.

FILED
01 JUL -5 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

ARROWHEAD REAL ESTATE GROUP, INC.

EFFECTIVE DATE

06/28/01

ARTICLE II

The purpose of the corporation shall be to conduct any business and to engage in any activity that would be lawful under the laws of the State of Florida and the United States of America, whether for profit or otherwise.

ARTICLE III

The corporation shall begin existence as of the date of subscription and acknowledgement hereto and shall have perpetual existence.

ARTICLE IV

The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE V

The amount of capital stock authorized to be issued by the corporation shall be one thousand (1,000) shares of common stock having a par value of one dollar \$1.00 per share. Each of the shares of said stock shall entitle the holder thereof to one vote at any meeting of the stockholders.

All or any part of said capital stock may be paid for in cash, property, labor or services at a fair evaluation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable. The stock shall be issued pursuant to Section 1244 of the Internal Revenue Code, 1954, as amended.

ARTICLE VI

The street address of the corporation's initial principal office shall be: 818 South Westshore Boulevard, Tampa, Florida 33609. The name of the corporation's initial registered agent is Joseph P. Cusmano whose address is 818 South Westshore Boulevard, Tampa, Florida 33609. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with the provisions of Section 607.3037 of the Florida Statutes.

ARTICLE VII

There shall be not fewer than one director of said corporation.

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be two and the names and addresses of the persons who are to serve as the initial directors are as follows:

Joseph P. Cusmano	Philip J. Cusmano
818 S. Westshore Blvd.	818 S. Westshore Blvd.
Tampa, Florida 33609	Tampa, Florida 33609

ARTICLE IX

The name and address of the incorporator is as follows:

Joseph P. Cusmano
818 South Westshore Boulevard
TAMPA, FLORIDA 33609

ARTICLE X

The holders of the stock of this corporation shall have the preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally issued and subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, labor, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

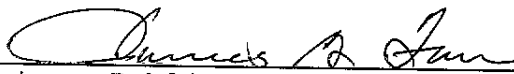
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes herein stated, and have hereunto set my hand this 28th day of June, 2001.


Joseph P. Cusmano

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Joseph P. Cusmano, who was personally known to me and who did not take an oath and he acknowledged to me that he executed the foregoing articles of incorporation for the intents and purposes therein set forth.

WITNESS MY HAND and official seal this 28th day of June, 2001.


Notary Public
State of Florida at Large
My Commission Expires:

3.



James G Farr
My Commission CC987892
Expires December 13, 2004

FILED
01 JUL -5 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

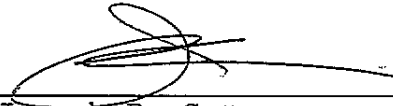
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

FIRST: That ARROWHEAD REAL ESTATE GROUP, INC. desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation at City of
Tampa, County of Hillsborough, State of Florida, has named Joseph
P. Cusmano, whose address is 818 South Westshore Boulevard, Tampa,
Florida 33609, as its agent to accept service of process within
this State.

ACKNOWLEDGEMENT: Having been named as agent 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.

DATED this 28th day of June, 2001.



Joseph P. Cusmano