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August 02, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

300004521953--9
-08/07/01--01017--002
****122.50 *****78.75

Gentlemen:

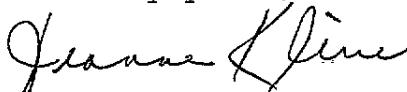
RE: Articles of incorporation for PROPERTIES, INC.

Enclosed herewith are two copies of the Articles of Incorporation for PROPERTIES, INC., which have been signed by the director and notarized.

A check for \$122.50, representing the cost of the filing fees for a profit corporation as per your schedule of fees, is included.

Please return the certified copy of the charter document to Jeanne Kline, P. O. Box 2473, Kissimmee, FL 34742-2473. Should you have any questions, you may reach me at (407) 390-8200.

Sincerely yours,



Jeanne Kline, Director and
Registered Agent

/dj
Encs.

W01/8591

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ggw
9/3/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 15, 2001

JEANNE KLINE
PO BOX 2473
KISSIMMEE, FL 34742-2473

SUBJECT: PROPERTIES, INC.
Ref. Number: W01000018591

We have received your document for PROPERTIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 101A00046217

*Please find enclosed the correct
information. Thank you.
Jeanne Kline*

FILED

ARTICLES OF INCORPORATION
FOR
PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

These articles of incorporation are signed by the incorporator for the purpose of forming a profit corporation pursuant to the provisions of Florida Statutes, Section 607.164 and 607.034, as follows:

Article One

The name of the corporation is PROPERTIES, INC.

Article Two

The purpose or purposes for which the corporation is organized is to provide property management and real estate services to the public and any other lawful business for which the corporation may be incorporated under this chapter.

Article Three

The total authorized capital stock is 1,000 shares. Common shares par value \$1.00 per share.

Article Four

The address of the initial registered office is:

Citco Building, Road Town, Tortola, British Virgin Islands

The mailing address of the office is:

5075 West Irlo Bronson Hwy, Kissimmee, FL 34746

The name of the initial registered agent is Jeanne Kline, 3250 South Indiana Avenue, St. Cloud, FL 34769.

Article Five

The name and address of the initial director is:

Jeanne A. Kline, 3250 South Indiana Avenue, St. Cloud, FL 34769

Article Six

The name and address of the incorporator is:

Ikarius International, Ltd., Wickhams Cay, P. O. Box 662,
Road Town, Tortolla, British Virgin Islands

In Witness Whereof, the undersigned, the director of the above
named corporation, have hereunto signed these Articles of
Incorporation on this 4th day of August, 2001.

Jeanne A. Kline
Jeanne A. Kline.

STATE OF FLORIDA
COUNTY OF Osceola:

Before me, a Notary Public authorized to take acknowledgements in
the State and County set forth above, personally appeared

Jeanne A. Kline, known to me and known to
be the person who executed the foregoing Articles of Incorporation,
and who acknowledged before me that she executed these Articles
of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in
the State and County aforesaid, this 4th day of August,
2001.

William Ross Coughtry
Notary Public, State of Florida
My Comm. Expires Jan. 31, 2003
Comm. No. CC804920

William Ross Coughtry
NOTARY PUBLIC

My commission expires: Jan 31, 2003

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

REGISTERED AGENT'S ACCEPTANCE

I, Jeanne Kline, declare that I am familiar with and accept the duties and responsibilities as registered agent for Properties, Inc. and agree to comply with the provisions of the Florida statutes in keeping open said office.

Jeanne Kline
Jeanne Kline

DATE: Aug 3, 2001