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& TAYLOR**

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VERO BEACH, FLORIDA 32963

September 11, 2001

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*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN
CALIFORNIA

Secretary of State
State of Florida
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

400004593614--9
-09/17/01--01064--011
*****70.00 *****70.00

RE: Vero Beach Real Estate, Inc.

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance.

No copy

Sincerely,

J. Atwood Taylor, III

01 SEP 17 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAT:sms\F:\Taylor\Sherri\Corporations\SecState-Inc.L.doc

Encs.

CC: Mr. Ed Donner, w/enc.
Mr. Jim Nacion and Mr. Nick Franco, w/enc.

T. Burch SEP 20 2001

ARTICLES OF INCORPORATION
OF
VERO BEACH REAL ESTATE, INC.

FILED
01 SEP 17 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

VERO BEACH REAL ESTATE, INC.

The principal place of business of this corporation shall be 2027 Indian River Boulevard, Vero Beach, Florida 32960, and the mailing address shall be P.O. Box 651296, Vero Beach, Florida 32965-1296.

ARTICLE II. NATURE OF BUSINESS

This corporation shall be formed for the specific purpose of purchasing, developing, selling, owning, leasing, mortgaging, or otherwise dealing in or disposing of real and personal property and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is **ED DONNER**, 2027 Indian River Boulevard, Vero Beach, Florida 32960.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

ED DONNER - Director/President
P.O. Box 651296
Vero Beach, Florida 32965-1296;

JAMES NACION - Director/Vice President, Treasurer & Secretary
4680 North U.S. #1
Vero Beach, Florida 32967.

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors. However, the number may never exceed seven (7) directors.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

ROSSWAY MOORE & TAYLOR
The Oak Point Professional Center
5070 N. Highway A-1-A, Suite 200
Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on

this 11th day of August, 2001.

September

ROSSWAY MOORE & TAYLOR

By:


J. ATWOOD TAYLOR, III

9/11/01

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

ED DONNER, whose address is as follows: 2027 Indian River Boulevard, Vero Beach, Florida 32960, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*.


ED DONNER

Date: August 31, 2001