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LAW OFFICES OF
MATTHEW D. ELLROD, P.A.

PHONE: 727-843-0566

9732 Little Road, Suite 8
New Port Richey, FL 34654

FAX: 727-843-9033

February 27, 2002

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

02 FEB 28 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Re: R. E. W. PROPERTIES, INC. (new incorporation)

Gentlemen:

Enclosed are the following documents in connection with the above-referenced filing of a new corporation:

1. Articles of Incorporation (original and one copy)
2. Check for \$78.75, for:
 - (a) filing fee of \$35.00
 - (b) certified copy fee of \$8.75
 - (c) registered agent fee of \$35.00

Please file the original Articles and return a certified copy to the undersigned.

Thank you for your kind attention to this matter.

Sincerely,

MATTHEW D. ELLROD, P.A.



Matthew D. Ellrod

MDE/me

Encl: as noted

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*****78.75 *****78.75



ARTICLES OF INCORPORATION

OF

R. E. W. PROPERTIES, INC.

APPROVED
AND
FILED
02 FEB 28 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida general corporations act, adopts the following articles of incorporation for that corporation.

1. NAME: The name of this corporation is R. E. W. PROPERTIES, INC.
2. DURATION: The period of its duration is perpetual.
3. PURPOSE: The purpose is to engage in the purchase, sale, leasing and management of real property, and any other lawful business permitted under the laws of the United States and Florida.
4. CAPITAL STOCK: The corporation is authorized to issue 2,400 shares, all of one class, at \$1.00 par value.
5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered office and agent of this corporation are:

Matthew D. Ellrod
9732 Little Road, Suite 8
New Port Richey, FL 34654
6. INITIAL BOARD OF DIRECTORS: This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by an amendment of the bylaws, but shall never be less than one.

The name and address of the initial directors of this corporation are:

John Rubright	7632 Richland Street, Wesley Chapel, FL 33544
Dean Elliott	3918 Eden Roc Circle West, Tampa, FL 33634
Craig Watson	17128 Downs Drive, Odessa, FL 33556


7. INCORPORATOR: The name and address of the incorporator signing these articles of incorporation are:

John Rubright	7632 Richland Street, Wesley Chapel, FL 33544
Dean Elliott	3918 Eden Roc Circle West, Tampa, FL 33634
Craig Watson	17128 Downs Drive, Odessa, FL 33556


8. PRINCIPAL OFFICE: The street and mailing address of the principal office of the corporation are:

7632 Richland Street, Wesley Chapel, FL 33544

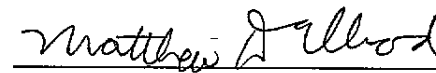
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 26 day of February, 2002.


John Rubright, Incorporator


Dean Elliott, Incorporator



Craig Watson, Incorporator

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for R. E. W. PROPERTIES, INC.


Matthew D. Ellrod
Registered Agent

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 26 day of February, 2002, by JOHN RUBRIGHT, DEAN ELLIOTT, and CRAIG WATSON, who are personally known to me or who produced _____ as identification, as incorporators for R. E. W. PROPERTIES, INC., a Florida corporation.


_____, Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 28 PM 2:35

APPROVED
AND
FILED

MONICA L. WATSON
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD044518
EXPIRES 9/17/2005
BONDED THRU 1-888-NOTARY1