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The Law Firm of
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LICENSED REAL ESTATE BROKER
LICENSED MORTGAGE BROKER
IMMIGRATION &
NATURALIZATION

March 28, 2002

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

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-04/03/02--01041--007
*****78.75 *****78.75

EFFECTIVE DATE
4-1-02

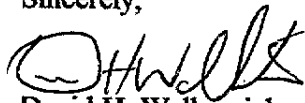
Subject: Florida Professional Realty, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 representing payment for the filing fee and a Certified Copy. Please send back to:

David H. Walkowiak
500 E. Kennedy Blvd., Suite 120
Tampa, Florida 33602

Thank you for your assistance in this matter.

Sincerely,


David H. Walkowiak

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -3 PM 2:20

4-9-02

ARTICLES OF INCORPORATION
OF
FLORIDA PROFESSIONAL REALTY, INC.

FILED
CLERK OF STATE
CORPORATIONS
02 APR -3 PM 2:20

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: FLORIDA PROFESSIONAL REALTY, INC.

ARTICLE II - PURPOSE

EFFECTIVE DATE
4-1-02

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

500 E. Kennedy Blvd., Suite 120
Tampa, FL 33602

ARTICLE IV - SHARES

The maximum number of shares that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - EXISTENCE

The existence of the corporation shall commence on April 1, 2002 and shall have perpetual existence.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of this corporation are:

David H. Walkowiak
500 E. Kennedy Blvd., Suite 120
Tampa, FL 33602

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

David H. Walkowiak
500 E. Kennedy Blvd., Suite 120
Tampa, FL 33602

ARTICLE VIII - DIRECTOR(S)

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

David H. Walkowiak
500 E. Kennedy Blvd., Suite 120
Tampa, FL 33602


ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.


The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 28th day of March, 2002.



David H. Walkowiak, Incorporator

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

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



David H. Walkowiak

March 28th, 2002

EFFECTIVE DATE

FILED
SECRETARY OF STATE
DEPARTMENT OF CORPORATIONS
02 APR -3 PM 2:21