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MICHAEL J. PRESUTTI, P.A.

Law Offices

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September 12, 2002

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

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-09/16/02--01039--001
*****245.00 *****78.75

RE: **McCullah Joint Realty Corp.**
McCullah First Realty Corp.

To The Clerk:

Enclosed please find the original and one copy of The Articles Of Incorporation for the above-captioned proposed Florida Corporations.

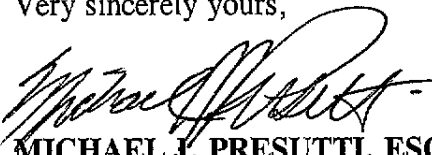
Also enclosed is a check in the amount of \$245.00 for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>

TOTAL \$122.50 x 2 = \$245.00

Please file the Articles of Incorporation and forward the certified copy to this office.

Very sincerely yours,



MICHAEL J. PRESUTTI, ESQUIRE

MJP/arp

Enclosures (as stated)

FILED
02 SEP 16 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bm 9/17

ARTICLES OF INCORPORATION
OF
McCULLAH JOINT REALTY CORP.

FILED
02 SEP 16 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE - NAME

The name of the Corporation is **McCullah Joint Realty Corp.** Its business location shall be 6345 Engram Road, New Smyrna Beach, Florida 32169.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business or any other activity permitted under the law of the State of Florida and the United States of America.

ARTICLE IV - STOCK

The aggregate number of shares that the Corporation shall have the authority to issue is 7,000, all which shall be common shares with a par value of \$1.00 per share.

ARTICLE V - STATED CAPITAL

The amount of stated capital with which the Corporation will begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE VI - PREEMPTIVE RIGHTS

The Corporation by action of its Board of Directors, may purchase its own shares at any time and from time to time to the extent permitted by law.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 6345 Engram Road, New Smyrna Beach, Florida 32169, and the name of the registered agent is Patrick J. McCullah. The principal office shall be located at 6345 Engram Road, New Smyrna Beach, Florida 32169.

ARTICLE VIII - DIRECTORS

The initial Board of Directors and Officers shall consist of two (2) members, who need not be residents of the State of Florida or a shareholder of the Corporation. The number of directors may be changed from time to time by a majority vote of the shareholders.

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

PATRICIA E. McCULLAH
6345 Engram Road
New Smyrna Beach, Florida 32169

PATRICK J. McCULLAH
6555 Turtle Mound Road
New Smyrna Beach, Florida 32169

ARTICLE IX - INCORPORATORS

The name and address of the initial incorporators are as follows:

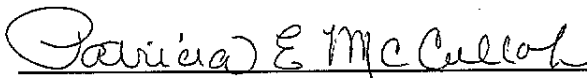
PATRICIA E. McCULLAH
6345 Engram Road
New Smyrna Beach, Florida 32169

PATRICK J. McCULLAH
6555 Turtle Mound Road
New Smyrna Beach, Florida 32169

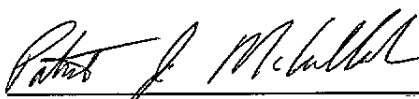
ARTICLE X - AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Orlando, Florida on this the 12 day of September, 2002.



PATRICIA E. McCULLAH - INCORPORATOR

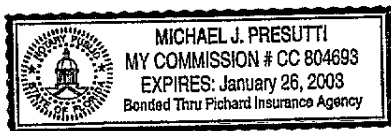


PATRICK J. McCULLAH - INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared Patricia E. McCullah and Patrick J. McCullah, to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they did voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Winter Park, in said County and State, this 12 day of September, 2002.




NOTARY PUBLIC

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.

Date: 9-12-02


REGISTERED AGENT

FILED
02 SEP 16 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA