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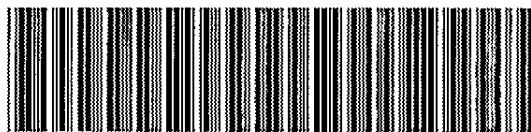
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CLERK OF STATE
DIVISION OF CORPORATE
REGISTRATION
TALLAHASSEE, FLORIDA

FILED
02 NOV 15 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 821986 81301A

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 70.00

ORDER DATE : November 15, 2002

ORDER TIME : 12:50 PM

ORDER NO. : 821986-005

CUSTOMER NO: 81301A

CUSTOMER: Clifford R. Rhoades, Esq
Rhoades And Karlson, P.a.

227 N. Ridgewood Drive

Sebring, FL 33870

DOMESTIC FILING

NAME: D & E REAL ESTATE INVESTORS &
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
D & E REAL ESTATE INVESTORS & MANAGEMENT, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I-Name

The name of this corporation is D & E Real Estate Investors & Management, Inc.

ARTICLE II- Principal Office

The address of the principal office is 9301 SW 92nd Avenue, Apartment B105, Miami, Florida 33176 and the mailing address is Post Office Box 883, Lake Placid, Florida 33862.

ARTICLE III-Duration

This corporation shall have perpetual existence.

ARTICLE IV-Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-Capital Stock

This corporation is authorized to issue Eight Thousand (8,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE VI-Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII-Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 227 North Ridgewood Drive, Sebring, Florida 33870 and the name of the initial registered agent of this corporation at that

address is Clifford R. Rhoades.

ARTICLE VIII-Initial Board of Directors

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

Donald M. Voltz
Post Office Box 883
Lake Placid, FL 33862

Effie Voltz
Post Office Box 883
Lake Placid, FL 33862

ARTICLE IX-By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X-Shareholders Meeting Required

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XI-Amendment

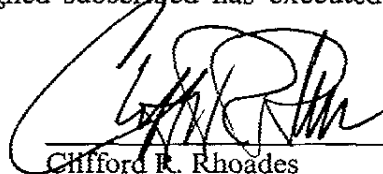
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII-Incorporator

The name and address of the person signing these articles is:

Clifford R. Rhoades
227 North Ridgewood Drive
Sebring, Florida 33870

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of incorporation this 14th day of November, 2002.

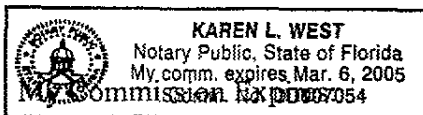


Clifford R. Rhoades

STATE OF FLORIDA
COUNTY OF HIGHLANDS

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Clifford R. Rhoades who is personally known to me X or who has produced _____ as identification, who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 14th day of November, 2002.



Karen L. West
Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent of D & E Real Estate Investors & Management, Inc. 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.

DATED this 14th day of November, 2002.

Clifford R. Rhoades
Clifford R. Rhoades, Registered Agent