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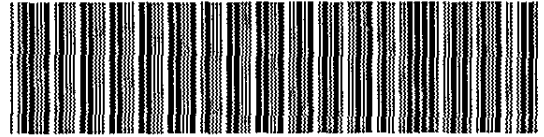
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ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

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P.O. BOX 49948
SARASOTA, FLORIDA 34230-6948

STREET ADDRESS:
MAIN OFFICE
240 SOUTH PINEAPPLE AVENUE
SARASOTA, FLORIDA 34236

WATS (FROM TAMPA) 645-7185
PHONE (941) 366-6660
FAX (941) 366-3999

TANDEM CENTER
SUITE 295
333 TAMAMI TRAIL SOUTH
VENICE, FLORIDA 34285

PHONE (941) 485-8200
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ANTHONY J. ABATE - IL
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MICHAEL S. TAAFFE-NJ & NY
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*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy
American Board of Certification
****Board Certified Business Litigation Law
*****Board Certified Tax Lawyer

November 13, 2002

Please refer to our file number:

Writer's Direct Line:
(941) 364-2737
Writer's Direct E-mail:
KSawdo@Abelband.com

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation - Spanish Trails West Realty, Inc.
Dear Sir or Madam:

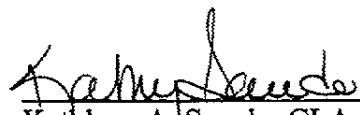
In connection with the above referenced matter we enclose the following items:

1. Original and one copy of the Articles of Incorporation.
2. Check in the sum of \$122.50.

We would appreciate your filing these Articles at your earliest convenience and returning a copy of the filed document to the above address. Should you have any questions or concerns, please do not hesitate to contact us.

Sincerely,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED


Kathleen A. Sawdo, CLA
Paralegal to Scott E. Gordon

KAS:SecySt_itr
Enclosures

**ARTICLES OF INCORPORATION
OF
SPANISH TRAILS WEST REALTY, INC.**

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

ARTICLE I - NAME

The name of the corporation is:

SPANISH TRAILS WEST REALTY, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 7142 Piscina Street, Zephyrhills, Florida 33541.

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ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 240 South Pineapple Avenue, Sarasota, Florida 34236 and the registered agent at such office is SCOTT E. GORDON, ESQUIRE.

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

ALFRED PARMENTIER	7142 Piscina Street, Zephyrhills, FL 33541
JOHN HICKS	7142 Piscina Street, Zephyrhills, FL 33541
JOSEPH STEDRONSKY	7142 Piscina Street, Zephyrhills, FL 33541
JAMES TRUSLEY	7142 Piscina Street, Zephyrhills, FL 33541
BETTY VANDERVEEN	7142 Piscina Street, Zephyrhills, FL 33541

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATORS

The name and street address of each incorporator to these Articles of Incorporation is:

ALFRED PARMENTIER	7142 Piscina Street, Zephyrhills, FL 33541
JOHN HICKS	7142 Piscina Street, Zephyrhills, FL 33541
JOSEPH STEDRONSKY	7142 Piscina Street, Zephyrhills, FL 33541
JAMES TRUSLEY	7142 Piscina Street, Zephyrhills, FL 33541
BETTY VANDERVEEN	7142 Piscina Street, Zephyrhills, FL 33541

The undersigned has executed these Articles this _____ day of _____, 2002.

Alfred J. Parmentier
ALFRED PARMENTIER

John Hicks
JOHN HICKS

Joseph Stedronsky
JOSEPH STEDRONSKY

James Trusley
JAMES TRUSLEY

Betty Vanderveen
BETTY VANDERVEEN

"INCORPORATORS"

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 1 day of November, 2002, by ALFRED PARMENTIER (Notary choose one) who is personally known to me or who has produced _____ as identification.



Loretta Hutto
Notary Public
Loretta Hutto
Print Name of Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1 day of November, 2002, by JOHN HICKS (Notary choose one) who is personally known to me or who has produced _____ as identification.



Loretta Hutto
Notary Public
Loretta Hutto
Print Name of Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 1 day of November, 2002, by JOSEPH STEDRONSKY (Notary choose one) who is personally known to me or who has produced _____ as identification.



Loretta Hutto
Notary Public
Loretta Hutto
Print Name of Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 1 day of November, 2002, by JAMES TRUSLEY (Notary choose one) who is personally known to me or who has produced _____ as identification.



Loretta Hutto
Notary Public
Loretta Hutto
Print Name of Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 1 day of November, 2002, by BETTY VANDERVEEN (Notary choose one) who is personally known to me or who has produced _____ as identification.



Loretta Hutto
Notary Public
Loretta Hutto
Print Name of Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for SUNSET PALMS REALTY, INC. at the place designated in the Articles, I hereby accept the appoint 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.

Scott E. Gordon
SCOTT E. GORDON
Registered Agent

Date: 11-1-02

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