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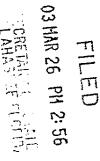
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Law Office of Peter Baker

500 E. Kennedy Boulevard, Suite 101 C Tampa, Florida 33602

Telephone: (813) 277-0352(X 240) E-Mail: pbakerlaw@aol.com Telecopier: (813) 229-7640 Of Counsel to Bricklemyer, Smolker & Bolves, P.A. (Tampa)

FAX COVER SHEET

DATE: PLEASE DEL	March 26, 2003 IVER THE FOLLOWING_	_PAGE(S), INCLUDING COVER SHEET, TO
NAME/TELE	PHONE #/FAX #:	

[+] Dale White (Div. Of Corporations) (850/245-6933); FAX:(850-245-6804)

cc: Paula Green

FROM: Peter Baker, Esquire (813/277-0352; X 240)

SENDER'S FAX #: (813) 229-7640 CLIENT'S NAME: Paula Green

FILE #/MATTER: 03-254; EFFICIENT REAL ESTATE & PROPERTY MANAGEMENT,

INC.

IF YOU DO NOT RECEIVE ALL THE PAGES, PLEASE CALL PETER BAKER AT THE TELEPHONE NUMBER LISTED ABOVE (Extension 240 - After Normal Business Hours).

COMMENTS:

Please substitute the attached Articles of Incorporation and Certificate of Designation for EFFICIENT REAL ESTATE & PROPERTY MANAGEMENT, INC., to "replace" those sent in my letter dated March 24, 2003. The check enclosed with that letter should be applied to the cost for filing "Efficiency." Thank you for your assistance and willingness to cut and pastel.

FILED

ARTICLES OF INCORPORATION

OF 03 HAR 26 PM 2: 56 EFFICIENT REAL ESTATE & PROPERTY MANAGEMENT, INC.

SECRETARY OF STATE
The undersigned incorporator to these Articles of Incorporation hereby, formus/a30Fporatforill A
for profit under Florida Statutes Chapter 607 of the laws of the State of Florida as follows:

ARTICLE I Name

The name of the Corporation is: EFFICIENT REAL ESTATE & PROPERTY MANAGEMENT, INC.

ARTICLE II Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Department of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

ARTICLE III Nature of Business

The Corporation is organized to engage in any lawful business and service allowed under the laws of the State of Florida.

ARTICLE IV Capital Stock

The Corporation shall be authorized to issue a maximum number of 1000 shares of capital stock which shall be designated Common Shares. The Common Shares shall be the only voting shares of capital stock issued by the Corporation. Each Common Share shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders shall have the right to vote.

ARTICLE V Principal Office, Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 500 E. Kennedy Blvd., Suite 101 C, Tampa, Florida 33602 and the name of its initial registered agent at such address is Peter Baker. The address of the principal office of the Corporation will be the same unless a different address is provided in the Bylaws.

ARTICLE VI Directors

The Corporation shall have one (1) director(s) initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of the initial director of the Corporation who shall serve until a successor is duly elected and qualified is:

Name

<u>Address</u>

Paula Green

7001 Baywood Court Tampa, Florida 33615

ARTICLE VII Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>

Address

Paula Green

7001 Baywood Court Tampa, Florida 33615

ARTICLE VIII Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation or in the shareholders of the Corporation, or both, as may be provided in the Bylaws.

ARTICLE IX Indemnification

The Corporation shall indemnify each Director or Officer of the Corporation to the fullest extent authorized by Chapter 607, Florida Statutes, or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment) and as further provided in the bylaws of the Corporation.

ARTICLE X Amendment

These Article of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of March, 2003.

Paula Green

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 22th day of March, 2003, by Paula Green, as incorporator.

My Commission CC879372 Expires October 13, 2003

Notary Public

My Commission Expires:

(SEAL)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE; ACCEPTANCEAR 26 PM 2: 56

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

- 1. The name of the corporation is: EFFICIENT REAL ESTATE & PROPERTY MANAGEMENT, INC.
- 2. The name and the Florida street address of the registered agent are:

Peter Baker 500 East Kennedy Boulevard, Suite 101 C Tampa, Florida 33602

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.

Signature

Filing fee: \$35.00 for Designation of Registered Agent