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From: Account Name : LEDMAN & HAMM, P.A.
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SUE S. LEVIN, P.A.

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FROM : LEDMAN HAMM LORD
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FAX NO. : 850 763 1115

Apr. 17 2003 10:05AM P2

**ARTICLES OF INCORPORATION
OF
SUE S. LEVIN, P.A.**

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TALLAHASSEE FLORIDA

The undersigned, who is licensed or otherwise legally authorized to broker real estate transactions and manage real property in the State of Florida, and acting as incorporator of a professional corporation under the Florida Professional Service Corporation and Limited Liability Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is SUE S. LEVIN, P.A.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

A. To engage in the practice of brokering real estate transactions and real property management and to carry on services incident to the practice of brokering real estate transactions and real property management. Brokering real property transactions and real property management is the sole and exclusive professional service to be rendered by the corporation.

B. To own property, enter into contracts and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom has been duly licensed, and is duly authorized to engage in the brokering of real property transactions and/or real property management in, the State of Florida.

Shannon C. Lord
Florida Bar No.: 0045421
Ledman, Hamm & Lord, P.A.
1007 Jonks Avenue
Panama City, Florida 32401
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ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 1007 Jenks Avenue, Panama City, FL 32401, and the name of the initial registered agent is Shannon C. Lord, whose address is 1007 Jenks Avenue, Panama City, FL 32401.

ARTICLE V - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VI - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than by a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by such shareholder. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of same kind,

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class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

This corporation is to exist perpetually, or until dissolved on a vote of the shareholders as provided in these Articles.

ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time (1) by the unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

ARTICLE XI - INCORPORATOR

The name of the person signing these articles is Sue S. Levin, whose address is 113 Cottonwood Circle, Lynn Haven, FL 32444.

Shannon C. Lord
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Ledman, Hamm & Lord, P.A.
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FROM : LEDMAN HAMM LORD

FAX NO. : 850 763 1115

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of April, 2003.

SECRETARY OF STATE
TALLAHASSEE FLORIDA


SUE S. LEVIN

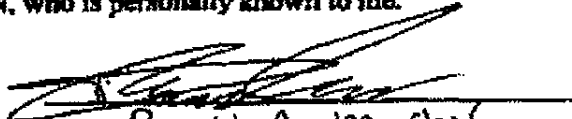
STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing Articles of Incorporation of SUE S. LEVIN, P.A. was acknowledged before me this 16th day of April, 2003, by SUE S. LEVIN, who is personally known to me.

(SEAL)



Ronald A Marler
My Commission CC980882
Expires November 12 2004


Ronald A. Marler
(Print Name)

Notary Public
Commission # CC 980882
My Commission Expires: NOV-12-2004

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

SUE S. LEVIN, P.A.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 16th day of April, 2003.


SHANNON LORD
Registered Agent

Shannon C. Lord
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Panama City, Florida 32401
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