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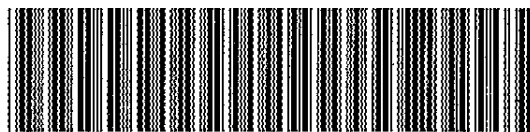
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July 24, 2003

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Re: Filing of Articles of Incorporation for Celebration Real Estate Services, Inc.
Our File No. 3038

Dear Sir/Madam:

Enclosed please find an original Articles of Incorporation and Designation of Resident Agent, along with a copy of each. Our firm's Trust Account Check No. 7403 in the amount of \$70.00 representing the filing fee of \$35.00 for each document.

Please file these documents and return them to the address on the self-addressed, stamped envelope, enclosed for your convenience.

If you have any questions, please feel free to call our office. Thank you for your prompt attention to this matter.

Very truly yours,

MEL PEARLMAN, P.A.



Mel Pearlman

MP/jck

Enclosures (as stated)

cc: Keith R. Kropp (w/enclosure)

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03 JUL 28 PM 3:34
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CELEBRATION REAL ESTATE SERVICES, INC.

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03 JUL 28 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME OF THE CORPORATION

The name of this Corporation shall be **Celebration Real Estate Services, Inc.**

ARTICLE II
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of engaging in a real estate sales business or any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock.

Issue: Two (2) shares of the Capital Voting Stock of the Corporation shall be issued for adequate consideration in the following manner:

1 Share to Keith R. Kropp
1 Share to Kathleen Zayas

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation, or in such other manner agreed to by the Shareholders.

Classes of Stock: The shares of the Corporation may be divided into classes.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The street address in Florida of the initial registered office of the Corporation is **660 Celebration Avenue, Suite 160, Celebration, Florida 34747**, and the name of the initial registered agent at said address is **Keith R. Kropp**.

ARTICLE VI **PRINCIPAL OFFICE**

The Principal Office of the corporation shall be **660 Celebration Avenue, Suite 160, Celebration, Florida 34747**.

ARTICLE VII **BOARD OF DIRECTORS**

This corporation shall have two (2) Directors constituting the initial Board of Directors. The Directors need not be residents of the State of Florida or Shareholders of the Corporation. Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

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, is as follows:

Name	Address
Keith Kropp	660 Celebration Avenue, #160 Celebration, FL 34747
Kathleen Zayas	660 Celebration Avenue, #160 Celebration, FL 34747

ARTICLE VIII **INCORPORATORS**

The name and address of the initial incorporator is as follows:

Keith R. Kropp
938 West Second Avenue
Windermere, Florida 34786

ARTICLE IX **PREEMPTIVE RIGHTS OF SHAREHOLDERS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Celebration, Osceola County, Florida on this 22nd day of July, 2003.




KEITH R. KROPP, Incorporator

STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 22nd day of July, 2003 by **Keith R. Kropp**, who is ✓ personally known to me **or** who produced his State of Florida Driver's License No. _____, as identification and who did not take an oath.



Mel Pearlman, Notary Public
State of Florida
My Commission Expires:



MEL PEARLMAN
MY COMMISSION # DD 143364
EXPIRES: September 12, 2006
Bonded Third Budget Notary Services

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Fla.Stat.Sec. 48.091, the following is submitted:

Celebration Real Estate Services, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, **Celebration Real Estate Services, Inc.**, has named **Keith R. Kropp**, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this 22nd day of July, 2003.



Keith R. Kropp, Resident Agent

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TALLAHASSEE, FLORIDA