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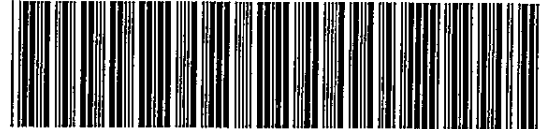
(Business Entity Name)

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MICHAEL SIERRA, P.A.

Attorney at Law
703 West Swann Avenue
Tampa, Florida 33606-2729

Telephone (813) 258-3558

April 12, 2004

Facsimile (813) 258-3779

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: PROCTOR REALTY, INC.

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,


MICHAEL SIERRA

MS:m
Enc.

ARTICLES OF INCORPORATION

OF

PROCTOR REALTY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be: **PROCTOR REALTY, INC.**

The principal place of business of this Corporation shall be: 5011 Ave. Avignon, Lutz, FL 33558.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be to operate real estate sales, management and development of real estate, and related services.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: **703 W. Swann Ave., Tampa, FL 33606**, and the name of the initial Registered Agent of the Corporation at that address is: **MICHAEL SIERRA**.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

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TAMPA, FLORIDA

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 the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. SUB-CHAPTER S PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

ARTICLE IX. DIRECTORS

This Corporation shall have one (1) director initially. The names and street addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
THOMAS E. KLEBECK	5011 Ave. Avignon, Lutz, FL 33558

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

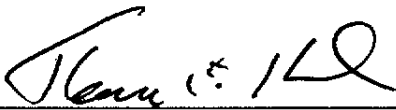
<u>OFFICER</u>	<u>ADDRESS</u>
THOMAS E. KLEBECK Pres/Sec/Treas.	5011 Ave. Avignon Lutz, FL 33558

ARTICLE XI. SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are:


<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
THOMAS E. KLEBECK	5011 Ave. Avignon Lutz, FL 33558	1,000

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this
7 day of APRIL, 2004.



THOMAS E. KLEBECK (SEAL)

I Hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



MICHAEL SIERRA
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 7th day of
April, 2004, by **THOMAS E. KLEBECK**, who is personally known to me.

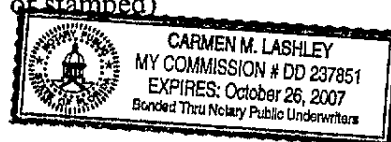


NOTARY PUBLIC

COMMISSION NO. _____

COMMISSION EXP. _____

(Name of Notary typed, printed
or stamped)



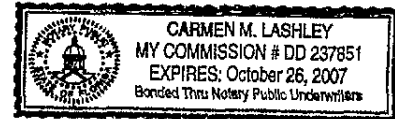
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 7th day of April, 2004, by **MICHAEL SIERRA**, who is personally known to me.

Carmen M. Lashley
NOTARY PUBLIC

COMMISSION NO. _____

COMMISSION EXP. _____ (Name of Notary typed, printed
or stamped)



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HILLSBOROUGH COUNTY
FLORIDA