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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ARLENE F. AUSTIN, P.A.
Account Number : I20000000066
Phone : (239) 514-8211
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FLORIDA PROFIT CORPORATION OR P.A.

Winnie Apperson, P.A.

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**ARTICLES OF INCORPORATION
OF
WINNIE APPERSON, P.A.**

DEFECTIVE DATE
10-1-04

ARTICLE I. NAME

The name of this corporation shall be:

WINNIE APPERSON, P.A.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be on October 1, 2004.
This corporation's duration shall be perpetual.

**ARTICLE III. PRINCIPAL OFFICE &
INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office shall be:

540 Jung Blvd. West
Naples, FL 34120

The name and address of the individual who shall serve as this corporation's initial
registered agent is:

Arlene F. Austin
5811 Pelican Bay Blvd., Suite 201
Naples, FL 34108

ARTICLE IV. PURPOSE

This professional service corporation is being organized to engage in every phase
and aspect of the practice of real estate sales, management, investment, and related
services. In addition, the corporation may invest the funds of the professional service
corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and
own real and personal property necessary for the rendering of professional services. It
may engage in the transaction of any and all business activities permitted under the laws
of Florida and the United States of America.

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ARTICLE V. BOARD OF DIRECTORS

The number of directors on this corporation's Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one. The initial director is:

Winnie Apperson
540 Jung Blvd. West
Naples, FL 34120

ARTICLE VI. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common capital stock having no par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed as a realtor in the state of Florida.

ARTICLE VII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation. Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to engage in the sale or management of real estate in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

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ARTICLE VIII. SECTION 1244 STOCK

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 IX. INDEMNIFICATION

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

ARTICLE X. INCORPORATORS

The name and address of the individual who shall serve as this corporation's sole incorporator is:

Winnie Apperson
540 Jung Blvd. West
Naples, FL 34120

ARTICLE XI. AMENDMENT

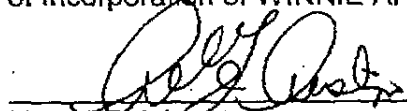
This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto in the manner provided by law. Any rights conferred upon the shareholders shall be subject to this reservation.



Winnie Apperson, Incorporator

State of Florida
County of Collier

On October 5, 2004, Winnie Apperson, the individual designated above as incorporator, who produced a Florida driver's license as identification, and personally appeared before me at the time of notarization and acknowledged signing these Articles of Incorporation of WINNIE APPERSON, P.A.



Notary Public
Arlene F. Austin
(Notary Public - Printed Or Typed Name)

Florida Driver's License
Type of Identification



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ACCEPTANCE BY RESIDENT AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of WINNIE APPERSON, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent.


Arlene F. Austin - Registered Agent

State of Florida
County of Collier

On October 5, 2004, Arlene F. Austin, designated above as the individual who shall serve as the corporation's initial registered agent, [X] who is personally known to me or [] produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of WINNIE APPERSON, P.A., as resident agent.


Notary Public



Jessica Fisher
My Commission DD039473
Expires July 04 2006

Jessica Fisher
(Notary Public - Printed Or Typed Name)

Florida Driver's License
Type of Identification

Commission Expiration Date & Commission Number:

(SEAL)

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