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FLORIDA PROFIT CORPORATION OR P.A.

Blue Heron Real Estate, Inc.

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H05000020138

ARTICLES OF INCORPORATION
OF
BLUE HERON REAL ESTATE, INC.
A FLORIDA CORPORATION

FILED
05 JAN 25 AM 8:30
CLERK OF DISTRICT COURT
HALL COUNTY, FLORIDA

The undersigned, acting as Incorporator of BLUE HERON REAL ESTATE, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is BLUE HERON REAL ESTATE, INC. and the street address of the initial principal office of the Corporation is 1120 Holland Drive, Suite 19, Boca Raton, FL 33487.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value Common Stock.

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2300 Glades Road, Suite 260W, Boca Raton, FL 33431 and the name of the initial Registered Agent of the Corporation at that address is Robert A. Huth, Jr., FL.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have four (4) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Val Duane Henry	2800 Kennilworth Boulevard Sebring, FL 33870
Jacquelyn Transue	2713 Par Road Sebring, FL 33872
Richard W. Mavis	2880 Northeast 9 th Street Pompano Beach, FL 33062
George R. Miquel	16073 Briar Creek Drive Delray Beach, FL 33436

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Robert A. Huth, Jr., Esquire, 2300 Glades Road, Suite 260W, Boca Raton, FL 33431.

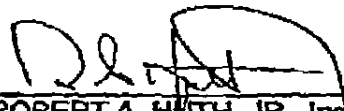
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01/25/2005 TUE 12:16 FAX 954 462 2274 RUDOLF & HOFFMAN P.A.

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FAX AUDIT NO. H05000020138

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of January, 2005.


ROBERT A. HUTH, JR., Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for BLUE HERON REAL ESTATE, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

ROBERT A. HUTH, JR., PL. Initial Registered Agent

Dated: January 25, 2005

By: 

ROBERT A. HUTH, JR., Member

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STATE OF FLORIDA

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