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705A-17004

DAMIEN G. CARAPELLA
1511 NORTH WESTSHORE BOULEVARD, SUITE 250
TAMPA, FLORIDA 33607

February 16, 2004

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

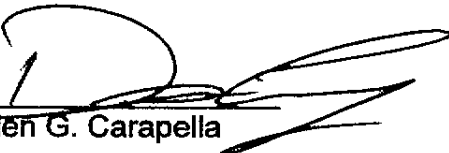
re: Articles of Incorporation
ZERO FEE REALTY, CORP.

Gentlemen:

Enclosed please find the originally signed and notarized Articles of Incorporation for ZERO FEE REALTY, CORP. along with a check in the amount of \$78.75 to cover the filing fees for filing these Articles, a certified copy of the Articles of Incorporation, and the fee for the registered agent designation.

I would appreciate processing these Articles of Incorporation at your earliest convenience.

Very truly yours,


Damien G. Carapella

**ARTICLES OF INCORPORATION
OF
ZERO FEE REALTY CORP.**

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

**ARTICLE I
CORPORATE NAME**

The name of the corporation is ZERO FEE REALTY CORP.

**ARTICLE II
DURATION; EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

**ARTICLE III
GENERAL NATURE OF THE BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of common stock authorized to be issued by this corporation shall be 750,000 shares of common stock, each with a par value of \$0.01.

ARTICLE V

PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of the corporation is Damien G. Carapella and the street address of the initial principal office of the corporation shall be 1511 North Westshore Boulevard, Suite 250, Tampa, Florida 33607.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than two (2). The name and address of the initial directors of this corporation shall be: Damien G. Carapella, whose post office address is 1511 N. Westshore Blvd, Suite 250, Tampa, Florida 33607, and Christopher J. Boettjer, whose post office address is 1511 N. Westshore Blvd, Suite 250, Tampa, Florida 33607

INITIAL OFFICERS

This initial officers of this corporation shall be as follows: President: Damien G. Carapella; Secretary-Treasurer: Christopher J. Boettjer. The officers shall serve until their resignation or until election of new officers at the Company's regular annual or special meeting of Stockholders.

ARTICLE VII
INCORPORATOR

The name and address of the Corporation's incorporator is Damien G. Carapella, whose post office address is: 1511 North Westshore Boulevard, Suite 250, Tampa, Florida 33607.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

BY-LAWS

The initial By-laws shall be adopted by the Board of Directors subject to ratification by action of the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new By-laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the By-laws.

ARTICLE XI

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted

by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII
INDEMNIFICATION

If in the judgment of a majority of the entire Board of Directors, the criteria set forth in Section 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisee or heirs, in the manner and to the extent contemplated by Section 607.0850, as then in effect, or by any successor law thereto.

ARTICLE XIII
LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

IN WITNESS WHEREOF, the undersigned execute these Articles of Incorporation this 28 day of February , 2005.



INCORPORATOR
Damien G. Carapella

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 28 day of February, 2005 by Damien G. Carapella. Such person is known to me, and did not take an oath and produced a current Florida's driver's license number as identification.

Amy Douthitt
Notary Public - (Signature)

Amy Douthitt
Notary Public (Name typed/printed)

SEAL



Amy Douthitt
My Commission DD156788
Expires November 17 2006

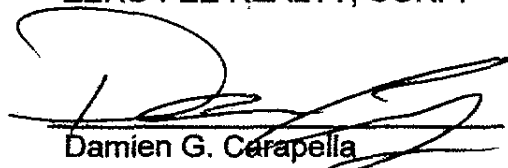
My Commission Expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of Section 48.091 and 607.0501, Florida Statutes, ZERO FEE REALTY, CORP., desiring to organize under the laws of the State of Florida, hereby designates Damien G. Carapella, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1511 North Westshore Boulevard, Suite 250, Tampa, Florida 33607 as the business office of its Registered Agent, as its Registered Office.

Signed this _____ day of February, 2005.

ZERO FEE REALTY, CORP.


Damien G. Carapella
Incorporator

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