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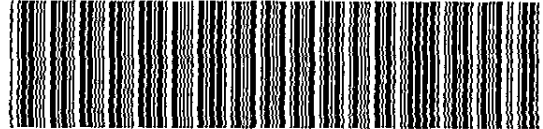
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 MAY 24 AM 9:55

MRB5/26

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May 19, 2005

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: JOHN M. McCARTHY REAL ESTATE, INC.

Dear Sir or Madam:

Enclosed is our check in the amount of \$78.75 to cover the cost of filing the enclosed Articles of Incorporation for the above-referenced corporation. Please return a stamped copy of the Articles to our office.

Thank you for your assistance and please feel free to call should you have any questions.

Sincerely,



THOMAS E. SHIPP, JR.

TES:dlg
Enclosure

**ARTICLES OF INCORPORATION
OF
JOHN M. McCARTHY REAL ESTATE, INC.**

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FL 32310
05 MAY 24 AM 9:55

By the following proposed Articles of Incorporation, the undersigned does hereby declare his intent to form a corporation under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be: **JOHN M. McCARTHY REAL ESTATE, INC.**

The initial address of the principal office of the corporation is: 4265 Bay Beach Lane, Fort Myers Beach, FL 33931.

The initial mailing address of the corporation is the same.

ARTICLE II - DURATION

The corporate existence of this corporation commences on the date filed.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock each share having a par value of one (\$1.00) Dollar. These shares have unlimited voting rights and the holders thereof are entitled to receive the net assets of the corporation upon dissolution. All common shares shall be identical with each other in every respect and the holder of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4265 Bay Beach Lane, Fort Myers Beach, FL 33931. The name of the initial registered agent at such address is JOHN M. McCARTHY.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

ADDRESS

JOHN M. McCARTHY

4265 Bay Beach Lane
Fort Myers Beach, FL 33931

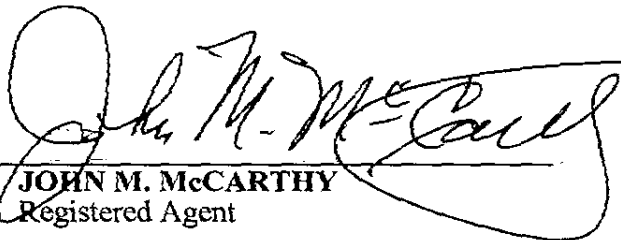
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 11 day of MAY, 2005.


JOHN M. McCARTHY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May 11, 2005


JOHN M. McCARTHY
Registered Agent

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