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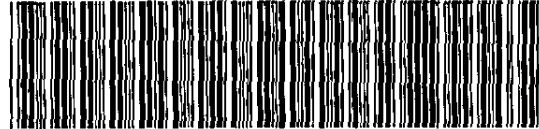
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W005-25157

STRAYHORN & STRAYHORN, P.L.
A Professional Limited Liability Company
2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981)
Norwood R. Strayhorn (1911-1982)
Guy R. Strayhorn
E. Bruce Strayhorn, P.L.
Richard W. Pringle, P.A.

Reply to:
Richard W. Pringle
P. O. Box 1545
Fort Myers, FL 33902-1545

Telephone: 239/332-4717
Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

June 9, 2005

VIA FEDERAL EXPRESS OVERNIGHT

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Att'n: Becky McKnight

RE: Re-filing of Articles of Incorporation for Town & Country Realty of
Florida, Inc. with Name Change to Town & Country Realty of S.W.
Florida, Inc.

Dear Ms. McKnight:

Enclosed please find the Articles of Incorporation for Town & Country Realty of
S.W. Florida, Inc. for re-filing. The Articles were originally filed and rejected as Town &
Country Realty of Florida, Inc. Please return the documents to Mr. Richard W. Pringle at
P.O. Box 1545, Fort Myers, Florida 33902-1545.

Thank you for your assistance in this matter.

Sincerely,



Nancy L. Pratt
Assistant to Richard W. Pringle

2005101



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 18, 2005

RICHARD W PRINGLE ESQ
PO BOX 1545
FORT MYERS, FL 33902-1545

SUBJECT: TOWN & COUNTRY REALTY OF FLORIDA, INC.
Ref. Number: W05000025157

We have received your document for TOWN & COUNTRY REALTY OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 805A00035786

ARTICLES OF INCORPORATION

OF

TOWN & COUNTRY REALTY OF S.W. FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 and Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOWN & COUNTRY REALTY OF S.W. FLORIDA, INC.

The address of the principal office of this corporation shall be 1342 Colonial Blvd., Bldg. E, Suite 38A, Fort Myers, Florida 33907, and the mailing address of the corporation shall be 5845 Riverside Lane, Fort Myers, Florida 33919.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation. In particular, this corporation may engage or transact professional real estate services as a licensed realtor as permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation. In particular, but not as a limitation on the above stated authority, this corporation shall engage in the real estate brokerage and real estate listings and sales business.

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ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered agent's office of the corporation shall be 2125 First Street, Fort Myers, Florida 33901, and the name of the initial registered agent of the corporation at that address is Richard W. Pringle.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have (1) director, initially. The name and address of the initial member of the Board of Directors is:

FRANK HELMERICH
5845 Riverside Lane
Fort Myers, Florida 33919

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

FRANK HELMERICH

President, Vice President, Secretary, Treasurer

5845 Riverside Lane

Fort Myers, Florida 33919

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

FRANK HELMERICH

5845 Riverside Lane

Fort Myers, Florida 33919

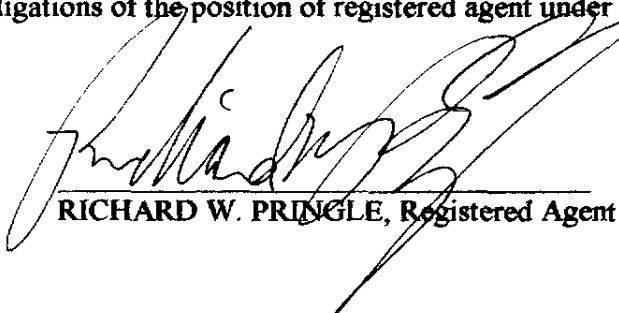
IN WITNESS WHEREOF, THE SAID INCORPORATOR has subscribed his name this 9 day of June 2005.


FRANK HELMERICH

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Richard W. Pringle, an individual residing in the State of Florida, having an address of 2125 First Street, Fort Myers, Florida 33901, and having been designated as the registered agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.



RICHARD W. PRINGLE, Registered Agent

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