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Instrument Prepared By:
Jerome D. Quinn, Esq.
3111 Cardinal Drive
Vero Beach, FL 32903
407/231-8900
Florida Bar No. 115907

RECEIVED
JAN 26 1995
FAX 407 231 9729

ARTICLES OF INCORPORATION

OF

ORCHID ISLAND REALTY, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

The name of this corporation shall be ORCHID ISLAND REALTY, INC., hereinafter referred to as the "corporation".

ARTICLE II

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

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

This corporation is to exist perpetually.

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ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is 1 Beachside Drive, Vero Beach, Indian River County, Florida 32963. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have three (3) directors, initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Brown	1 Beachside Drive Vero Beach, Florida 32963
Michael Matte	3125 Windsor Boulevard Vero Beach, Florida 32963
Jerome D. Quinn	3111 Cardinal Drive Vero Beach, Florida 32963

These directors shall hold office until the first annual meeting or until their successors are elected or appointed and qualified as provided in the By-Laws.

ARTICLE IX

The name and address of the incorporator is JEROME D. QUINN, 3111 Cardinal Drive, Vero Beach, Florida, 32963.

ARTICLE X

The registered agent for service of process within this state shall be JEROME D. QUINN, whose street address is 3111 Cardinal Drive, Vero Beach, Indian River County, Florida.

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I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 26 day of January, 1995.


JEROME D. QUINN
Incorporator/Registered Agent

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