

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME

FIRM

ADDRESS

PHONE ()

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

BSk
MAR 9 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK

WALK-IN
Will Pick Up 39 100

RE: L.R. Real Estate

Inc 95 MAR 1995

C.C. FEE.

DISBURSED

Capital Express

of Inc.

Corp. Record Search

Ind. Partnership File

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, _____ Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX ()

pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF L.R. REAL ESTATE, INC.

FILED
95 MAR -9 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is L.R. REAL ESTATE, INC.
located at 25 S. Atlantic Avenue, Cocoa Beach, FL 32931.

ARTICLE II - DURATION

This corporation shall have a perpetual existence
commencing upon the filing of these Articles of Incorporation by
the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or
promoted are: To manufacture, design, construct, own, use, buy,
sell, lease, hire and deal in and with articles and property of all
kinds and to render services of all kinds, and to engage in any
lawful act or activity for which corporations may be organized
under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of
\$0.01 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting
power for the election of directors, and for all other purposes,

shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 516 N. Harbor City Boulevard, Melbourne, FL 32935 and the name of the initial registered agent of this corporation at that address is John R. Kancilia, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John L. Lingo	25 S. Atlantic Avenue Cocoa Beach, FL 32931
Stephen H. Roytman	25 S. Atlantic Avenue Cocoa Beach, FL 32931

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
John L. Lingo	25 S. Atlantic Avenue Cocoa Beach, FL 32931

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a

person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - 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.

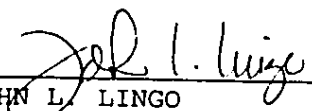
ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of February, 1995.



JOHN L. LINGO

FILED
MAY -9 PM 2:09
RECEIVED OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

FIRST, that L.R. REAL ESTATE, INC., desiring to organize
under the laws of the State of Florida, with its principal office
as indicated by the Articles of Incorporation in the City of Cocoa
Beach, County of Brevard, State of Florida, has named JOHN R.
KANCILIA, located at 516 N. Harbor City Boulevard, Melbourne, FL
32935 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation at the place designated in this
Certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open
said office.



JOHN R. KANCILIA