

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

PA50000019571

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 \$ _____

MAR 10 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>APK</u>	_____	_____	_____

WALK-IN Will Pick Up 3:10 11.00

RE: Thompson & Gray
Realty Services, Inc.

	C.C. FEE.	DISBURSED
Capital Express		
Art. of Inc. File		
Corp. Record Search		7/5
Partnership F.		
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.		

00001425177
 -03/10/95-01033-003
 ***122.50 ***122.50

EFFECTIVE DATE
 MAR 6 1995

SECRETARY OF STATE
 THOMASVILLE, FLORIDA
 MAR 10 AM 9:48
 FILED

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
THOMPSON & GRAY REALTY SERVICES, INC.

FILED
95 MAR 10 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

EFFECTIVE DATE
MAR 6 1995

ARTICLE I

Name and Mailing Address

The name of this corporation shall be:

Thompson & Gray Realty Services, Inc.

The address of the principal office and the mailing address of this corporation is:

2525 - 9th Street North
St. Petersburg, Florida 33704

ARTICLE II

Existence of Corporation

This corporation shall begin existence on March 6, 1995, and shall have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Powers

The corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (1994), as may be amended from time-to-time.

ARTICLE V

Capital Stock

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

2525 - 9th Street North
St. Petersburg, Florida 33704

and the name of the corporation's initial registered agent at such address is:

Dennis L. Thompson

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (1994), as may be amended from time-to-time.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Dennis L. Thompson	2525 - 9th Street North St. Petersburg, Florida 33704

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

ARTICLE VIII

Incorporators

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

<u>Name</u>	<u>Address</u>
Dennis L. Thompson	2525 -9th Street North St. Petersburg, Florida 33704

ARTICLE IX

Indemnification

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (1994), as amended from time-to-time.

ARTICLE X

CONTROL SHARE ACQUISITIONS


The corporation does hereby elect, pursuant to Subsection 607.0902(5), Florida Statutes (1994), to exempt itself from the provisions pertaining to control share acquisitions as contained in Sections 607.0902, 607.1301, 607.1302, and 607.1320, Florida Statutes (1994).

ARTICLE XI

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Dennis L. Thompson,
Incorporator

Acceptance of Registered Agent

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes (1994).

DATED this 6TH day of MARCH, 1995.

FILED
95 MAR 10 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Dennis L. Thompson,
Registered Agent

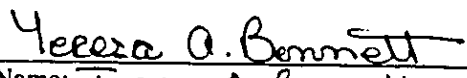
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, on this 6th day of March, 1995, personally appeared Dennis L. Thompson, to me well known to be the person described in and who signed the foregoing Articles of Incorporation and Acceptance of Registered Agent, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



TERESA A. BENNETT
MY COMMISSION # CC314165 EXPIRES
September 9, 1997
BONDED THRU TROY FAH INSURANCE, INC.


Name: Teresa A. Bennett
Notary Public for State of Florida
(SEAL)
 Personally Known ID Produced
My Commission Expires: