

Holmes & Pickens, P. A.

Attorneys at Law

Donald E. Holmes
For H. Pickens

Office: Tallahassee, Florida

March 17, 1995

222 N. Third Street
Tallahassee, Florida 32309-3710
Telephone (904) 328-1111
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Seal of the
Bureau of Corporate Records
P. O. Box 622
Tallahassee, FL 32304

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-03/20/95--01070--013
****122.50 ****122.50

RE: ERA Pacosettors Realty, Inc.

Enclosed is original and one copy of Articles of Incorporation and Designation of Registered Agent. Also enclosed is a check in the amount of \$122.50 to cover the filing fees (Articles - \$35; Designation of RA - \$35; certified copy of Articles - \$52.50).

If the enclosed documents meet with your approval, please file and forward a certified copy to our office.

Thank you,

Kathy F. Breed
Kathy F. Breed
Secretary to Donald E. Holmes

/kfb
Enclosures

FILED
MAR 20 1995
TALLAHASSEE, FL
CLERK OF COURT

**ARTICLES OF INCORPORATION
OF
ERA PACESETTERS REALTY, INC.**

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is ERA PACESETTERS REALTY, INC..

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of one (\$1.00) per share.

ARTICLE V - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver

submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the initial registered office of this corporation is 3805 Crill Avenue, Palatka, FL, and the name of the initial registered agent at that address is Bette Carnell.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have 1 director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial members of the board of Directors of this corporation are:

Bette Carnell - 171 Central Avenue, San Mateo, FL 32187

ARTICLE VIII - INCORPORATOR

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

Bette Carnell - 171 Central Avenue, San Mateo, FL 32187

ARTICLE IX - INSURANCE

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who served, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such.

ARTICLE X - DIRECTOR CONFLICT OF INTEREST

a. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this

reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested directors or directors; or

2. if such common directorship, officership or financial interest is disclosed to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

b. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them through action of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of March, 1995.

Bette Carnell
Bette Carnell
Incorporator

CERTIFICATE DESIGNATING REGISTERED

AGENT AND OFFICE

In compliance with Sections 48091 and 607.034, Florida Statutes, the following is submitted:

That ERA PACESETTERS REALTY, INC. desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 3805 Crill Avenue, Palatka, Florida 32177, has named Bette Carnell, located at (same address), as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, Bette Carnell hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his/her duties. I acknowledge that I am familiar with and accept the obligations of my position as registered agent.

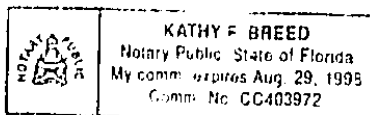
Bette Carnell
Bette Carnell

STATE OF FLORIDA
COUNTY OF PUTNAM

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Bette Carnell, who is personally known to me or who has produced Deborah A. Carnell, as identification, who acknowledged before me that he/she is the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Palatka, County of Putnam, and State of Florida, this 17th day of March, 1995.

Kathy F. Breed
Notary Public
My Commission Expires:



FILED
1995 MAR 19 9:25

P9500022518

Holmes & Pickens, P. A.

Attorneys at Law

Donald E. Holmes

Joe H. Pickens*

*Also Admitted in Alabama

March 27, 1995

222 N. Third Street

Palatka, Florida 32177-9710

Telephone (904) 928-1111

Telecopier (904) 928-9009

Secretary of State
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

RE: ERA Pacesetters Realty, Inc.

Enclosed please find our Amendment to Articles of Incorporation. Please file and forward a certified copy to our office. Also enclosed is our check for \$35.00 for the filing fee.

Thank you,

Kathy F. Breed

Kathy F. Breed
Secretary to Donald E. Holmes

/kfb
Enclosures

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*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 AM 9:34

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AMENDMENT TO ARTICLES OF INCORPORATION
OF
ERA PACESETTERS REALTY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 AM 9:34

Pursuant to the provisions of Chapter 607.177 et. seq., Florida Statutes, the undersigned corporation for profit adopted the following amendment to its Articles of Incorporation:

The undersigned corporation for profit, which received its charter on MARCH 20, 1995, resolves that Article I of the Articles of Incorporation be, and the same is hereby amended, to read as follows:

ARTICLE I

The name of the corporation is Pacesetters Realty, Inc.

The amendments described herein were adopted pursuant to the provisions of Chapter 607.181 Florida Statutes, through the execution on the 27th day of March, 1995, by all directors and stockholders eligible to vote, of a written statement consenting to the action at issue.

Dated at Palatka, Florida, this 27th day of March, 1995.

Kathy J. Breed
Ruth M. West
Witnesses

Bette Carnell
Director and Stockholder/President

STATE OF FLORIDA
COUNTY OF PUTNAM

BEFORE ME personally appeared Bette Carnell, to me well known to be the individual who executed the foregoing instrument and acknowledged the execution thereof to be his/her own free act and deed and that the official seal of said corporation is duly affixed thereto.

WITNESS my hand and official seal this 27th day of March, 1995, at Palatka, County and State aforesaid.

Kathy J. Breed
Notary Public
My Commission Expires:

