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904-222-0393 FAX

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95 JUN -6 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 609817 82464A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 5, 1995

ORDER TIME : 11:09 AM

ORDER NO. : 609817

CUSTOMER NO: 82464A

CUSTOMER: Griffin Helwig, Esq
HELWIG & FAGAN, P.A.

One San Jose Place, Suite 31

Jacksonville, FL 32257

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-06/06/95--01000--015
****122.50 ****122.50

DOMESTIC FILING

NAME: REAL ESTATE MARKETING
CONSULTANTS, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

NANCY HENDRICKS JUN - 7 1995

RECEIVED
95 JUN -6 AM 9:12
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

REAL ESTATE MARKETING CONSULTANTS, INC.

FILED

95 JUN -6 AM 9:20

SECRET

The undersigned, under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is REAL ESTATE MARKETING CONSULTANTS, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the

corporation is 11435 Mandarin Road, Suite 2, Jacksonville, Florida, 32223. The name of the initial registered agent and address of the registered agent for the corporation is JEANINE M. WELLS, 11435 Mandarin Road, Suite 2, Jacksonville, Florida, 32223.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) members who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as initial Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert J. Wells	11435 Mandarin Road, Suite 2 Jacksonville, Florida 32223
Jeanine M. Wells	11435 Mandarin Road, Suite 2 Jacksonville, Florida 32223

The Directors shall be elected in accordance with the By-laws of the corporation.

ARTICLE VIII - INCORPORATORS

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeanine M. Wells	11435 Mandarin Road, Suite 2 Jacksonville, Florida 32223

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

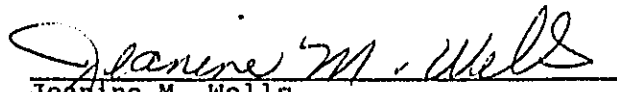
ARTICLE XI - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the numbers of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XII - DETERMINATION OF CONSIDERATION

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 2nd day of June, 1995.

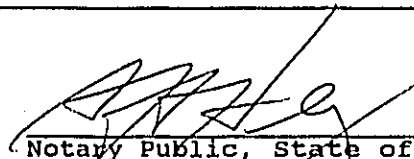


Jeanine M. Wells

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of June, 1995, by JEANINE M. WELLS, who is personally known to me, ~~or produced~~ _____
~~as identification~~



Notary Public, State of Florida
Griffin Helwig
Name of Notary Public Typed,
Printed or Stamped

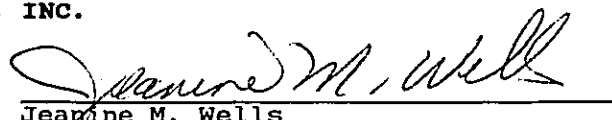
My commission expires:



GRIFFIN HELWIG
My Commission 00867118
Expires Jun. 28, 1998
Bonded by ANB
800-852-5878

ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as registered agent of REAL
ESTATE MARKETING CONSULTANTS, INC.



Jeanine M. Wells

P95000043621

HELWIG & FAGAN, P.A.
Attorneys at Law

Griffin Helwig
M. Lee Fagan

One San Jose Place, Suite 31
Jacksonville, Florida 32207

Telephone (904) 268-7155
Telecopier (904) 268-3200

August 9, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001919888
-08/13/96--01061--002
*****87.50 *****87.50

Re: REAL ESTATE MARKETING CONSULTANTS, INC. - NAME
CHANGE TO DISCOUNT REALTY, INC.

Dear Sir/Madam:

In connection with the above name change, I have enclosed the original and a copy of the Amendment to the Articles of Incorporation along with my check in the amount of \$87.50 for the required filing fee and a certified copy of the Amendment.

Please file the Amendment and return the certified copy to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

Griffin Helwig
GRIFFIN HELWIG

GH/abc
Encl.

FILED
96 AUG 12 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change

115

2-19-96

AMENDMENT TO
THE ARTICLES OF INCORPORATION

OF

REAL ESTATE MARKETING CONSULTANTS, INC.

FILED

96 AUG 12 PM 3:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Sections 607.1003 and 607.1006, the stockholders and directors of the corporation of REAL ESTATE MARKETING CONSULTANTS, INC. have adopted
/on August 8, 1996,
the following amendment to the Articles of Incorporation:

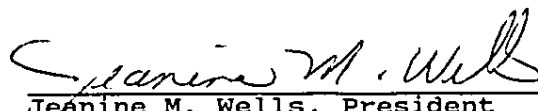
1. Article I of the Articles of Incorporation is changed to read:

ARTICLE I - NAME

The name of this corporation is DISCOUNT REALTY, INC.

2. The above amendment to the Articles of Incorporation was adopted by written consent of the Board of Directors, pursuant to Section 607.0821, Florida Business Corporation Act. The amendment does not provide for an exchange, reclassification or cancellation of issued shares of stock.

Dated at Jacksonville, Florida, on this 8th day of August, 1996.

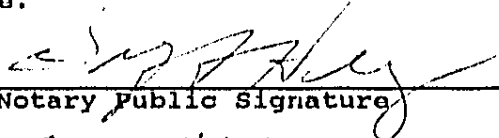

Jeanine M. Wells, President

Attest:


Robert J. Wells, Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this
8 day of August, 1996, by JEANINE M. WELLS and ROBERT J.
WELLS, the President and Secretary, respectively, of Discount
Realty, Inc., a Florida corporation organized and existing under
the laws of the State of Florida, on behalf of the corporation.
They are both personally known to me.


Notary Public Signature

GRIFFIN HELWIG
Printed Name of Notary Public

My commission expires:



GRIFFIN HELWIG
My Commission CC360710
Expires Jun. 20, 1998
Bonded by ANB
800-852-0070