

P960000/9997

ROBERT N. LERNER, ESQUIRE
Post Office Box 150176
Altamonte Springs, Florida 32715
(407) 767-0099

TRANSMITTAL LETTER

March 4, 1996

RE: REAL ESTATE SPECIALISTS, INC.

TO: Loria Poolo
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fla. 32399

DOCUMENTS ENCLOSED:

Articles of Incorporation
Check for \$ 70.00

300001730203
-03/07/96--01096--019
*****70.00

INSTRUCTIONS:

Please file, a certified copy of articles is not necessary.
Thank you.

Respectfully submitted,

Robert N. Lerner, Esquire
RNL/ch

enc: Articles w/check

FILED
56 MAR -5 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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ARTICLES OF INCORPORATION
OF
REAL ESTATE SPECIALISTS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is REAL ESTATE SPECIALISTS,

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III-ADDRESS

The principal place of business and mailing address of this corporation shall be 1513 E. Livingston Street, Orlando, FL 32803.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock and have a par value of \$ 1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The initial registered office of this Corporation shall be JUDITH F. DIXON, the initial registered agent of this Corporation at such office shall be 1513 East Livingston Street, Orlando, Florida 32803, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders. The names and addresses of the directors constituting the initial Board of Directors are:

NAME	ADDRESS
JUDITH F. DIXON	1513 E. Livingston Street, Orlando, FL 32803
FRITZ ALDER	9929 Nicoma Lane, Orlando, FL 32807

ARTICLES VII - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as can be done without issuance of fractional shares) at the price which is offered to others.

ARTICLES VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLES IX - VOTING

At each election every Shareholder will be entitled to one vote for each share of stock that he/she owns. Election outcomes will be determined by a majority of the votes cast.

ARTICLES X - BY LAWS

The By-Laws of this Corporation may be adopted, altered, amended or

repealed by the Shroholders.

ARTICLES XI - INCORPORATOR

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

NAME	ADDRESS
JUDITH F. DIXON	1513 E. Livingston Street, Orlando, FL 32803

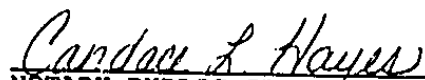

JUDITH F. DIXON
INCORPORATOR

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 1st day of March, 19 96, by JUDITH F. DIXON, who is personally known to me or who has produced a Florida's Drivers' License as identification and who did take an oath.



CANDACE L. HAYES
My Commission CC189024
Expires Mar 25, 1996
Huckleberry Associates Inc
800-422-1555



NOTARY PUBLIC-STATE OF FLORIDA
NAME: Candace L. Hayes
ADDRESS: 620 Jasmine Rd. A.S. FL 32701
My Commission expires: 3-25-96

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for REAL ESTATE SPECIALISTS, INC. at the place designated in the Articles of Incorporation, JUDITH F. DIXON agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office.

Date:

3-1-96



JUDITH F. DIXON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA