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PADEREWSKI & SWEETING, P.A.

ATTORNEYS-AT-LAW

1834 MAIN STREET
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ALEXANDER G. PADEREWSKI
MICHAEL E. SWEETING

TRIAL PRACTICE - PERSONAL
INJURY & WRONGFUL DEATH
WORKMAN'S COMPENSATION
DOMESTIC RELATIONS
CRIMINAL LAW
GENERAL PRACTICE

April 10, 1996

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

RE: Advantage Real Estate Investors, Inc.

Dear Sir:

Please find enclosed an original and duplicate of the Articles of Incorporation for the above referenced corporation, together with check in the amount of \$122.50 to cover the following items:

Filing Articles of Incorporation	\$ 35.00
Certified Copies of Articles	\$ 52.00
TOTAL	\$122.50

I would appreciate your returning a certified copy to me.

Thanking you for your cooperation in this matter, I remain,

Sincerely,

Michael E. Sweeting

MICHAEL E. SWEETING
MES:lm
enc.

FILED
96 APR 15 AM 8:57
DIVISION OF STATE
TALLAHASSEE, FLORIDA

D. BROWN APR 18 1996

**ARTICLES OF INCORPORATION
OF
ADVANTAGE REAL ESTATE INVESTORS, INC.**

FILED
96 APR 15 AM 8:57
SARASOTA FLORIDA

ARTICLE I - NAME

The name of the corporation shall be ADVANTAGE REAL ESTATE INVESTORS, INC.
The mailing address for the corporation is 3417 Cambridge Drive, Sarasota, Florida 34234.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description for the purpose of transacting any or all legal business, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is MYRA J. MAUS, and her address is 3417 Cambridge Drive, Sarasota, Florida 34234.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Myra J. Maus	3417 Cambridge Drive Sarasota, FL 34234
Robert L. Hudrick	648 Park Lake Street Orlando, FL 32803

ARTICLE VII - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is: Michael E. Sweeting, 1834 Main Street, Sarasota, Florida 34236.

ARTICLE VIII - TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof: and thereafter an transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the by-laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX - TRANSACTION WITH INTERESTED DIRECTORS OR STOCKHOLDERS

In the absence of fraud, no contract or other transaction between this corporation and any

other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors or this corporation who are so interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized or confirm such contract or transaction, and any such Director may vote thereon to authorize or confirm such contract or transaction with like force and effect as if her were not such Director or Officer of such other corporation or not so interested.

ARTICLE X - REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XII - INDEMNIFICATION


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

ARTICLE XIII - DATE OF COMMENCEMENT

The date of commencement of this corporation shall be the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles or


Incorporation this 11th day of April, 1996.


MYRA J. MAUS
Subscriber

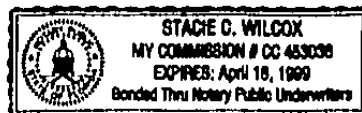
**STATE OF FLORIDA
COUNTY OF SARASOTA**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Myra J. Maus, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the State and County last aforesaid this 11th day of April, 1996.


Notary Public
State of Florida


my commission expires:



ACCEPTANCE

Having been named to accept service of process for ADVANTAGE REAL ESTATE INVESTORS, INC. at the place indicated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: April 10, 1996


MYRA J. MAUS

FILED
96 APR 15 AM 8:57
CLERK OF DISTRICT COURT
STATE OF FLORIDA