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FILED
96 JUL 19 PM 4 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

900001899519
-07/19/96--01054--007
*****78.75 *****78.75

NATIONS GROUP NATIONAL AND INTERNATIONAL
REAL ESTATE, INCORPORATED

SUBJECT:
(proposed corporate name - must include suffix)

Enclosed is an original and (1) copy of the articles of incorporation and a check for:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$70.00
filing fee | <input checked="" type="checkbox"/> \$78.75
filing fee
& Certificate | <input type="checkbox"/> \$122.50
filing fee
& Certified Copy | <input type="checkbox"/> \$131.25
filing fee,
Certified Copy
& Certificate |
|--|--|---|---|

FROM

LOUISE QUISH
Name (printed or typed)

754 BELCHER ROAD NORTH
Address

CLEARWATER, FLORIDA 34825
City, State & Zip

813-726-2648
Daytime Telephone Number

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLE

PH
7/22/96

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96 JUL 19 PM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

**NATIONS GROUP, NATIONAL AND INTERNATIONAL
REAL ESTATE, INCORPORATED.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**754 BELCHER ROAD NORTH
CLEARWATER, FLORIDA 34625**

ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

1,000 (ONE THOUSAND) SHARES OF STOCK

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**LOUISE QUISH
CLEARWATER, FLORIDA 34625**

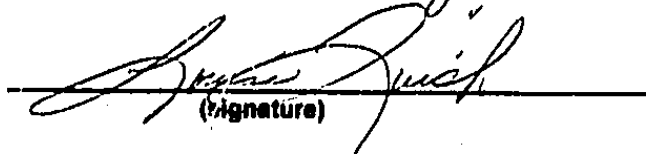
ARTICLE V _____ INCORPORATOR (S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

PRESIDENT: **LOUISE QUISH**
 784 BELCHER ROAD
 CLEARWATER, FLORIDA 34625

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ *107th* day of *July* 19 *96*



(Signature)

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.) The name of the corporation is: NATIONS GROUP, NATIONAL AND
INTERNATIONAL REAL ESTATE
INCORPORATED.

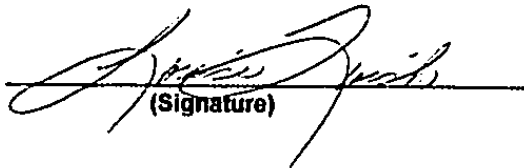
2.) The name and address of the registered agent and office is:

LOUISE QUISH
name

754 BELCHER ROAD NORTH
(p.o. box NOT acceptable)

CLEARWATER, FLORIDA 34625
city, state, zip

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and complete performance of
my duties, and am familiar with and accept the obligations of my position as registered
agent.


(Signature)

7-17-96
(Date)