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TALLAHASSEE, FL

August 16, 1996

Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-08/22/96--01093--010
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed are Articles of Incorporation with notarized signatures as required for Real Estate Investment Counselors, Inc., along with a check for \$70.00 for the filing fee. A certified copy is not required at this time.

I wish to also file a service mark for the initials "REIC". Please forward information or a phone number for me to accomplish same at a future date.

Thank you.

Michael Sprouse

Michael Sprouse
660 E. Hwy 434, Suite B
Winter Springs, FL 32708

Ph. 407-699-5080

8/23/96
TD

575

02284

096-17773



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 23, 1996

MICHAEL SPROUSE
660 E. HIGHWAY 434 STE B
WINTER SPRINGS, FL 32708

SUBJECT: REAL ESTATE INVESTMENT COUNSELORS, INC.
Ref. Number: W96000017773

In reviewing our records, we note there is a(n) REAL ESTATE INVESTMENT COUNSELORS, INC., Document number K39683, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$575.00, therefore, there is a balance of \$505.00 due. Add an additional \$8.75 for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 796A00040133

ARTICLES OF INCORPORATION

Article One:

The name of the corporation is: Real Estate Investment Counselors, Inc. ^{USA} ⁷⁴³

Article Two:

The duration of the corporation is: Perpetual

Article Three:

The purpose for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida State Statutes.

Article Four:

PARAGRAPH A: The aggregate number of shares which the corporation is authorized to initially issue is 10,000. The designation of each class, the number of shares of each class, and the par value of the shares are as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	A	10,000	\$1.00

PARAGRAPH B: The preferences, qualifications, limitations, restrictions, and the special or relative rights in respect of the shares of each class are:

All shares are of one class only, that being common stock. Each share has a par value of one dollar (\$1.00).

Authority is vested in the Board of Directors to determine the number of shares issued, establish series, and fix and determine the variations in the revenue rights and preferences as between series. The Board of Directors may amend these Articles of Incorporation by a majority vote.

The address of the initial ^{principle} registered office is: 660 E. Highway 434, Suite B, in the city of Winter Springs, County of Seminole, State of Florida.

The initial registered agent at said address is: Michael Sprouse

Article Six:

The number of Directors constituting the initial Board of Directors shall be one (1):

Michael Sprouse
660 E. Hwy 434, St. B
Winter Springs, FL 32708

Article Seven:

The name and address of each incorporator is:

Michael Sprouse
660 E. Hwy 434, St. B
Winter Springs, FL 32708

Article Eight:

The date of commencement of corporate existence is the date of subscription and acknowledgement by the original incorporator, August 16, 1996.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16th day of August, 1996.

SEAL: Michael Sprouse
Michael Sprouse

Michael Sprouse, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my Official Seal in the State of Florida, County of Seminole, this 16th day of August, 1996.

Thelma T. Paxton 8-16-96
Notary Public, State of Florida
TYPE OF ID USED - DL #



Notary Public, State of Florida
THELMA T. PAXTON
My Comm. Exp. June 27, 1997.
Comm. No. CC281169

SEAL: Michael Sprouse
Michael Sprouse

Michael Sprouse, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my Official Seal in the State of Florida, County of Seminole, this 16th day of August, 1996.

Thelma T. Paxton 8-16-96
Notary Public, State of Florida
Type of ID USED: DL #



Notary Public, State of Florida
THELMA T. PAXTON
My Comm. Exp. June 27, 1997.
Comm. No. CC281169

I accept the designation as Registered Agent for: Real Estate Investment Counselors, Inc.

SEAL: Michael Sprouse
Michael Sprouse

Thelma T. Paxton 8-16-96
Type of ID USED: DL #



Notary Public, State of Florida
THELMA T. PAXTON
My Comm. Exp. June 27, 1997.
Comm. No. CC281169