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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SARASOTA LIFESTYLES, INC.

AUDIT NUMBER.....H96000013483

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
SARASOTA LIFESTYLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is SARASOTA LIFESTYLES, INC.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is formed for the following purposes:

- (a) To engage in the specific business as a real estate brokerage firm.
- (b) To carry on any other lawful activity permitted by the Florida General Corporation Act.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 100 shares, consisting of one class only, designated as "Common Stock", no par value. Each issued and outstanding share shall be entitled to one vote.

ARTICLE V

Initial Registered Office and Agent

The street address and the initial principal office of this corporation is 490 Rockley Boulevard, Venice, FL 34293. The initial registered agent shall be JOHN W. NELSON, 1800 Second Street, Suite 903, Sarasota, Florida 34236.

PETER W. METTLER
ATTORNEY-AT-LAW
140 ROYAL PALM WAY, SUITE 202
PALM BEACH, FL 33480
FLORIDA BAR # 163862
(407) 832-7600

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ARTICLE VI

Initial Board of Directors and Officers

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

Initial Officers and Directors

John W. Nelson, President/
Secretary/Director

490 Rockley Boulevard
Venice, FL 34293

Thomas Brown, Vice President/
Treasurer/Director

490 Rockley Boulevard
Venice, FL 34293

ARTICLE VII

Incorporator

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

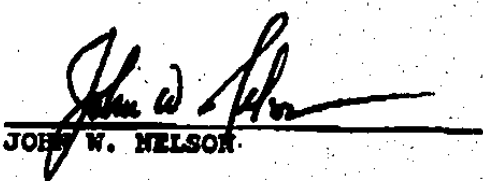
John W. Nelson
1800 Second Street, Suite 903
Sarasota, FL 34236

ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of September, 1996.


JOHN W. NELSON

H96000013483

STATE OF FLORIDA

H96000013483

COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 23
day of Sept, 1996, by JOHN W. NELSON, who is personally known
to me and who did not take an oath.

Maria E. Clendenen

NOTARY PUBLIC

Commission Expiration: 9/7/98

Commission No.: CC 405380

(SEAL)



MARIA E. CLDENEN
COMMISSION # CC405380
EXPIRES SEPTEMBER 7, 1998
ALAN INSURANCE SERVICE
1-800-488-6340

H96000013483

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE** 196 000013483

Pursuant to the provisions of sections 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: Sarasota Lifestyles, Inc.

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

John W. Nelson
(Name)

1800 Second Street, Suite 903
(P.O. Box NOT acceptable)
Sarasota, FL 34236

(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 I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

DATE

John W. Nelson
9/25/96

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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P.05/21

EXP. DATE 11/17/96

SEP-25-1996 17:32

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