

P96000083477

October 3, 1996

Ms. Sandra Morrison
Secretary of State
DIVISION OF CORPORATIONS
P. O. Box 0327
Tallahassee, FL 32314

EFFECTIVE DATE
10-1-96

FILED
96 OCT -7 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: NEW CORPORATION FILING

Dear Ms. Morrison,

Please find enclosed a notarized copy of the articles of incorporation for the Florida Real Estate Exchange, Inc. Please also find a check in the amount of \$122.50 for both the filing fees and a requested certified copy of the articles of incorporation. Please send the copy to the address below.

Mr. Michael J. Gerrity
101 Wynmore Road, ste 327
Altamonte Springs, FL 32714

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If you have any questions, please contact me at (407) 869-6767.

Thank You,


Michael J. Gerrity

enclosures (2)

NOV 10 1996

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA REAL ESTATE EXCHANGE, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is FLORIDA REAL ESTATE EXCHANGE, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date of the execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 101 Wymore Road, Suite 327, Altamonte Springs, Florida 32714, and the name of the initial registered agent of this corporation is MICHAEL J. GERRITY, who by his signature at the end hereof, accepts such designation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of this corporation, in the manner provided by law, but shall never be fewer than one (1).

The name and address of the initial directors of this corporation are:

Name

Title

MICHAEL J. GERRITY

101 Wymore Road, Suite 327
Altamonte Springs, FL 32714

President/Treasurer/Secretary

ARTICLE VIII - INITIAL PLACE OF BUSINESS

The initial place of business of this corporation shall be 101 Wymore Road, Suite 327, Altamonte Springs, Florida 32714, with the privilege of having branch offices within or without the State of Florida.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation are: MICHAEL J. GERRITY, 101 Wymore Road, Suite 327, Altamonte Springs, Florida 32714.

ARTICLE X - INDEMNIFICATION

This corporation shall have the power to indemnify, to the maximum extent permitted by law, as amended from time to time, by express provision in its By-Laws, by agreement, or by majority vote of either its shareholders or disinterested directors, present or former shareholders, directors and/or officers, agents, and/or employees of this corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 1st day of October, 1996.


MICHAEL J. GERRITY, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared MICHAEL J. GERRITY, to me personally known to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of October, 1996.


Notary Public, State of Florida
My commission expires:



Having been named Registered Agent for the above named corporation, at the place designated in this certificate, 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

10/1/96

MICHAEL J. GERRITY, Registered Agent

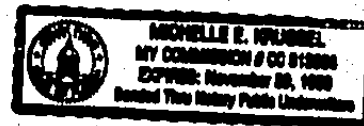
STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, this day personally appeared MICHAEL J. GERRITY, to me personally known to known, who after being first duly sworn deposes and says that he signed the foregoing Certificate of Acceptance of registered Agent freely, voluntarily and for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 1st day of October, 1996.

Michelle E. Kuegel
Notary Public, State of Florida
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA