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CLEM, POLACKWICH, VOCELLE & TAYLOR
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING
PROFESSIONAL ASSOCIATIONS:

CHESTER CLEM, P.A.
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LOUIS B. VOCELLE, JR., P.A.
JAMES A. TAYLOR, III

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*BOARD CERTIFIED IN CIVIL TRIAL PRACTICE

SUITE 501

UNIVEST BUILDING

2770 INDIAN RIVER BOULEVARD

VERO BEACH, FLORIDA 32960-4278

TELEPHONE (561) 562-8111

FAX (561) 562-2870

FILED

96 OCT -9

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BREVARD COUNTY OFFICE
204 EAST STRAWBRIDGE AVENUE
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 725-3303

PLEASE REPLY TO
VERO BEACH

October 7, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001903341
-10/09/96--01077--016
*****70.00 *****70.00

RE: Vero Beach Buyers Realty, Inc.

Dear Sirs/Ladies:

In regard to the above, please find enclosed an original set of Articles of Incorporation. Please take the necessary steps to file the enclosed instrument and return an acknowledgement to the undersigned as promptly as possible. This firm's check in the amount of \$70.00 is enclosed representing payment of the fee for this service.

Thank you for your attention to this matter.

Sincerely,

James A. Taylor, III

JAT:PAH
Encs. - check
22944

21
10-14-96

ARTICLES OF INCORPORATION
OF
VERO BEACH BUYERS REALTY, INC.

FILED
96 OCT -9 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

VERO BEACH BUYERS REALTY, INC.

The principal place of business of this corporation shall be 380 Marbrisa Drive, Vero Beach, Florida 32963, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 380 Marbrisa Drive, Vero Beach, Florida 32963,

and the name of the initial registered agent of the corporation at that address is JOSEPH F.X. ROONEY.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder(s) so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

JOSEPH F.X. ROONEY - President/Director
380 Marbrisa Drive
Vero Beach, Florida 32963

MARILYN P. ROONEY - Vice President/Secretary/Director
380 Marbrisa Drive
Vero Beach, Florida 32963.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation are as follows:

CLEM, POLACKWICH, VOCELLE & TAYLOR
c/o James A. Taylor, III
Suite 501, 2770 Indian River Boulevard
Vero Beach, Florida 32960.

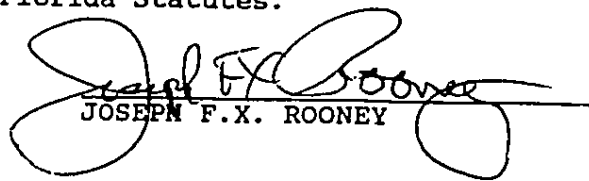
IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal on this 7th day of October, 1996.

CLEM, POLACKWICH, VOCELLE & TAYLOR

By: 
JAMES A. TAYLOR, III

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

JOSEPH F.X. ROONEY, whose address is as follows: 380 Marbrisa
Drive, Vero Beach, Florida 32963, which is the same address as set
forth in Article IV hereof, having been designated as the
Registered Agent in the above and foregoing Articles, is familiar
with and accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.


JOSEPH F.X. ROONEY

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