

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

*A-Atlantic American
Real Estate & Investment
Company Inc.*

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days. 18% per Annum

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN
Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: ATLANTIC AMERICAN REAL ESTATE & INVESTMENT COMPANY
INC.
Ref. Number: W96000022147

We have received your document for ATLANTIC AMERICAN REAL ESTATE & INVESTMENT COMPANY INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 896A00047745

Corrected

RECEIVED
96 OCT 17 PM 4:08
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ATLANTIC AMERICAN
REAL ESTATE & INVESTMENT COMPANY,
INCORPORATED

FILED
96 OCT 17 AM 8:01
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A
NATURAL PERSON COMPETENT TO CONTRACT, DO HEREBY ASSOCIATE THEMSELVES TOGETHER
FOR THE PURPOSE OF FORMING A BODY CORPORATE UNDER THE LAWS OF THE STATE OF
FLORIDA AS SET FORTH IN THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I. NAME AND ADDRESS

THE NAME OF THIS CORPORATION SHALL BE ATLANTIC AMERICAN REAL ESTATE
& INVESTMENT COMPANY, INCORPORATED AND ITS GENERAL OFFICE SHALL BE
LOCATED AT 107 S.W. 17TH STREET, SUITE "H", OKEECHOBEE, FLORIDA 34974 AND SAID
CORPORATION SHALL HAVE THE POWER TO CONDUCT ITS BUSINESS IN ALL ITS BRANCHES AT
SUCH POINT IN THE STATE OF FLORIDA AND OF THE UNITED STATES AND FOREIGN COUNTRIES
AS MAY FROM TIME TO TIME BE AUTHORIZED BY ITS BOARD OF DIRECTORS, AND MAY MOVE THE
PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE II. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

(A) TO ENGAGE IN EVERY ASPECT AND PHASE OF THE REAL ESTATE SALES BUSINESS AND
SHALL INCLUDE, BUT NOT BE LIMITED TO, THE FOLLOWING TYPES OF THE REAL ESTATE BUSINESS

REAL ESTATE SALES - ALL PHASES - PROPERTY MANAGEMENT - LEASING -
APPRAISING, AUCTIONS, RENTALS AND BUSINESS OPPORTUNITIES

(B) TO ENGAGE IN EVERY ASPECT AND PHASE OF THE BUSINESS OF INVESTING AND REINVESTING IN REAL, TANGIBLE AND INTANGIBLE PROPERTY.

(C) TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN AND WITH, GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY, AND SERVICES OF EVERY CLASS, KIND, AND DESCRIPTION; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE OR CEMETERY COMPANY, A BUILDING AND LOAN ASSOCIATION, COOPERATIVE ASSOCIATION, FRATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.

(D) TO CONDUCT BUSINESS, HAVE ONE OR MORE OFFICES, AND BUY, HOLD, MORTGAGE, SELL, CONVEY, LEASE OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY, INCLUDING INCLUDING FRANCHISES, PATENTS, COPYRIGHTS, TRADEMARKS, AND LICENSES, IN THE STATE OF FLORIDA AND IN ALL OTHER STATES AND COUNTRIES.

(E) TO CONDUCT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, OR OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS REQUIRED.

(F) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

(G) TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE, OR OTHERWISE ACQUIRE OR DISPOSE OF THE SHARES OF THE CAPITAL STOCK OF, OR ANY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA OR ANY OTHER STATE OR GOVERNMENT, AND WHILE OWNER OF SUCH

STOCK TO EXERCISE ALL THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

(II) THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS PURPOSES AND POWERS; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING ENUMERATION OF SPECIFIC POWERS SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THE CORPORATION.

ARTICLE III. DURATION

THE EXISTENCE OF THIS CORPORATION SHALL BE PERPETUAL, COMMENCING WITH THE DATE THESE ARTICLES OF INCORPORATION ARE APPROVED BY THE SECRETARY OF THE STATE OF FLORIDA.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE BOTH "PREFERRED" AND "COMMON" STOCK. THE AGGREGATE NUMBER OF "COMMON" SHARES WHICH THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS TEN MILLION (10,000,000) SHARES, AND THE AGGREGATE NUMBER OF "PREFERRED" SHARES WHICH THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS ONE MILLION (1,000,000) SHARES.

THE PREFERRED SHARES SHALL HAVE A PAR VALUE OF ONE CENT (\$.01) PER SHARE WITH AN AGGREGATE OVERALL PAR VALUE OF TEN THOUSAND DOLLARS (\$10,000.00) AND SHALL BE DESIGNATED "PREFERRED SHARES". THE SAID PREFERRED SHARES SHALL NOT HAVE ANY VOTING RIGHTS. THE HOLDERS OF RECORD OF THE PREFERRED SHARES SHALL BE ENTITLED TO CASH DIVIDENDS WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS AT THE RATE PER SHARE PER ANNUM AND AT THE TIME AND IN THE MANNER DETERMINED BY THE BOARD OF DIRECTORS IN THE RESOLUTION AUTHORIZING EACH SERIES OF PREFERRED SHARES. THE CASH DIVIDEND ON THE PREFERRED SHARES SHALL BE CUMULATIVE ONLY IF SO DIRECTED

SPECIFICALLY IN THE RESOLUTION AUTHORIZING ISSUANCE OF THE SAME AND ANY AND ALL TERMS OF PAYMENT OF SAME MAY BE PRESCRIBED BY THE BOARD OF DIRECTORS AT THE TIME OF ISSUANCE. CASH DIVIDENDS ON PREFERRED SHARES SHALL ACCRUE FROM THE DATE OF ISSUE. IN THE EVENT OF ANY VOLUNTARY OR INVOLUNTARY LIQUIDATION, DISSOLUTION, OR WINDING UP OF THIS CORPORATION, THE HOLDERS OF RECORD OF THE OUTSTANDING PREFERRED

SHARES SHALL BE ENTITLED TO BE PAID THE PAR VALUE DETERMINED AT THE TIME OF ISSUANCE, PLUS ACCUMULATED DIVIDENDS UP TO THE DATE OF LIQUIDATION, DISSOLUTION, OR WINDING UP OF THIS CORPORATION, WHETHER OR NOT THIS CORPORATION SHALL HAVE A SURPLUS OR EARNINGS AVAILABLE FOR DIVIDENDS AND NO MORE.

PREFERRED SHARES MAY BE ISSUED FROM TIME TO TIME IN SERIES. ALL PREFERRED SHARES SHALL BE OF EQUAL RANK AND IDENTICAL, EXCEPT IN RESPECT TO THE PARTICULARS THAT MAY BE FIXED BY THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS IS AUTHORIZED AND REQUIRED TO FIX, IN THE MANNER AND TO THE FULL EXTENT PROVIDED AND PERMITTED BY LAW, ALL PROVISIONS OF THE SHARES OF EACH SERIES SET FORTH BELOW:

1. THE DISTINCTIVE DESIGNATION OF ALL SERIES AND THE NUMBER OF THOSE SHARES THAT SHALL CONSTITUTE THOSE SERIES;

2. THE ANNUAL RATE OF DIVIDENDS PAYABLE ON THE SHARES OF ALL SERIES AND THE TIME AND MANNER OF PAYMENT;

3. THE REDEMPTION PRICE PR PRICES, IF ANY, FOR THE SHARES OF EACH, ANY OR ALL SERIES.

4. THE OBLIGATION, IF ANY, OF THE CORPORATION TO MAINTAIN A SINKING FUND FOR THE PERIODIC REDEMPTION OF SHARES OF ANY SERIES AND TO APPLY THE SINKING FUND TO THE REDEMPTION OF THOSE SHARES;

5. THE RIGHTS, IF ANY, OF THE HOLDERS OF SHARES OF EACH SERIES TO CONVERT THOSE

SHARES INTO COMMON SHARES AND THE TERMS AND CONDITIONS OF THAT CONVERSION,

WITH REFERENCE TO THE "COMMON" STOCK, THE SAME SHALL BE CLASSED AS CAPITAL STOCK OF THIS CORPORATION AND SHALL HAVE A PAR VALUE OF EACH SHARE OF ONE-TENTH OF ONE CENT (\$.001) WITH THE AGGREGATE PAR VALUE OF SAID SHARES WHEN ISSUED IN THEIR ENTIRETY TO BE TEN THOUSAND DOLLARS (\$10,000.00) THE AMOUNT OF THE COMMON CAPITAL STOCK WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE NO LESS THAN FIVE THOUSAND DOLLARS (\$5,000.00). SAID COMMON CAPITAL STOCK OF THIS CORPORATION WILL BE ISSUED AND PAID FOR IN LAWFUL MONEY OF THE UNITED STATES OR IN PROPERTY, LABOR OR SERVICES AT A JUST VALUATION THEREOF TO BE FIXED BY THE BOARD OF DIRECTORS, AND ANY AND ALL SHARES ISSUED FOR SUCH CONSIDERATION WILL BE FULLY PAID AND NONASSESSABLE. THE SAID COMMON CAPITAL STOCK SHALL BE ISSUED, SOLD, OR TRANSFERRED ONLY IN ACCORDANCE WITH THE BYLAWS OF THIS CORPORATION AS THEY MAY EXIST FROM TIME TO TIME.

ARTICLE V. DIRECTORS AND OFFICERS

THIS CORPORATION WILL HAVE THREE (3) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS BUT SHALL NEVER BE LESS THAN THREE (3). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

STACEY L. LAWSON

*2609 ORANGE GROVE DRIVE
SEBRING, FLORIDA 33870*

JOHN MC CLELLAN

*1401 W. BLISS STREET
AVON PARK, FLORIDA 33825*

CATHERINE J. THOMPSON

*144 SOUTH HALIFAX - UNIT 7
DAYTONA BEACH, FLORIDA 32118*


THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY THE BOARD OF

DIRECTORS AND THE OFFICERS OF THE CORPORATION AS SHALL BE DETERMINED TO BE NECESSARY BY THE BOARD OF DIRECTORS. THE OFFICERS SHALL BE ELECTED BY THE DIRECTORS AT THE MEETING HELD IMMEDIATELY AFTER THE ANNUAL MEETING OF THE STOCKHOLDERS. HOWEVER, THE OFFICERS INITIALLY WHO WILL DIRECT THE AFFAIRS OF THE CORPORATION UNTIL ALL OTHER OFFICERS ARE ELECTED ARE:

<i>CATHERINE J. THOMPSON</i>	<i>PRESIDENT</i>
<i>BRIAN BISHOP</i>	<i>VICE-PRESIDENT</i>
<i>JOHN W. MC CLELLAN</i>	<i>SECRETARY/TREASURER</i>

DIRECTORS WILL BE CHOSEN ANNUALLY AT THE ANNUAL MEETING OF THE STOCKHOLDERS. THE INITIAL DIRECTORS NAMES ABOVE AND ALL SUBSEQUENT APPOINTMENT OF DIRECTORS AND THEIR TERMS OF OFFICE WILL BE DETERMINED BY THE BYLAWS OF THIS CORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBING INCORPORATOR HAS HEREUNTO SET HER HAND AND SEAL THIS 27 DAY OF SEPTEMBER, 1996.


CATHERINE J. THOMPSON
C/O CORPORATE OFFICE AT
107 S.W. 17TH STREET, SUITE "H"
OKEECHOBEE, FLORIDA 34974

STATE OF FLORIDA)
)
COUNTY OF HIGHLANDS)

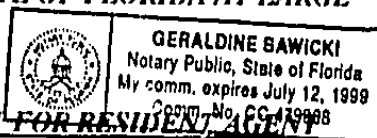
I DO HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA AT LARGE, CATHERINE J. THOMPSON, TO ME WELL KNOWN AND KNOWN TO ME TO BE THE INDIVIDUAL DESCRIBED HEREIN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION OF ATLANTIC AMERICAN REAL ESTATE & INVESTMENT COMPANY, INCORPORATED, AND SHE ACKNOWLEDGED BEFORE ME THAT SHE SIGNED AND EXECUTED SAID ARTICLES OF INCORPORATION FREELY AND VOLUNTARILY FOR THE USES AND PURPOSES THEREIN SET FORTH.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL AT Spring, FL
Highlands County THIS 5th DAY OF SEPTEMBER, 1996.

Geraldine Sawicki
NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: July 12, 1999



ACKNOWLEDGMENT FOR RESIDENT AGENT

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE HEREINABOVE CORPORATION, AT THE PLACES DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I DO HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE APPLICABLE PROVISIONS OF THE FLORIDA STATUTES RELATIVE TO KEEPING OPEN SAID OFFICE.

Catherine J. Thompson
CATHERINE J. THOMPSON
RESIDENT AGENT
107 S.W. 17th Street
Suite H
Okeechobee, Florida 34974