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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CREATIVE REALTY OF SOUTHWEST FLORIDA, INC.

AUDIT NUMBER.....H96000015034

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 25, 1996

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CREATIVE REALTY OF SOUTHWEST FLORIDA, INC.
REF: W96000022769

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Terri Buckley
Corporate Specialist

FAX Aud. #: H96000015034
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(4)

ARTICLES OF INCORPORATION
OF

CREATIVE REALTY OF SOUTHWEST FLORIDA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is:

CREATIVE REALTY OF SOUTHWEST FLORIDA, INC.

ARTICLE II

The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same.

ARTICLE III

The street address of the principal office of the Corporation is:

1805 CR 951
Suite F
Naples, Florida 34116

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000 all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value for each share shall be \$1.00.

ARTICLE V

The address of the initial registered agent of the Corporation in the State of Florida is: 412 Southeast 23rd Street, Fort Lauderdale, Florida 33316 and the name of the initial registered agent of the Corporation at such address is Paul D. Gottfried, Esq.

Prepared by:
Paul D. Gottfried, Esq.
AMSTER, GOMEZ & GOTTFRIED, P.A.
412 Southeast 23rd Street
Fort Lauderdale, Florida 33316
Tel: (954) 467-7010
Florida Bar Number: 0032212

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ARTICLE VI

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This corporation shall have one Director, initially. The name and street address of the initial Officer(s) and Director(s) who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

NAME	Dir./President
Lawrence R. Huss 15380 Shamrock Drive Southeast Fort Myers, Florida	
Steven J. Magner	Vice-President
18265 Columbine Rd. Fort Myers, Florida 33912	
Mario Valle	Secretary/Treasurer
15380 Shamrock Drive Southeast Fort Myers, Florida	
Bruce W. Mumm	Vice-President
1009 29th Avenue North Naples, Florida 34103	

ARTICLE VII

The names and street addresses of the person signing these articles of incorporation is:

**Steven J. Magner
18265 Columbine Rd.
Fort Myers, Florida 33912**

ARTICLE VIII

The Corporation shall, to the fullest extent permitted by law, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

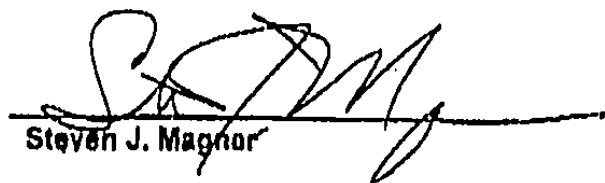
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ARTICLE IX

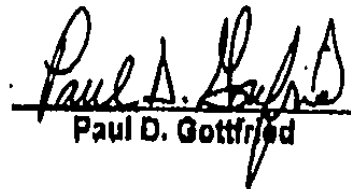
The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation herein shall be to transact any lawful business for which corporations may be incorporated under Florida Law

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this October 21, 1996.


Steven J. Magnor

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Paul D. Gottfried

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