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Sandpoint Realty, Inc.
P.O. Box 1507, North Fort Myers, Fl. 33918
Phone 941 731-7900 Fax 941 731-7911

November 13, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

RE: SANDP INT REALTY, INC.

Dear Gentleman:

Enclosed please find the original and one copy of the
articles of incorporation together with a check in the amount
of \$70.00.

This represents the cost of filing fees. Find enclosed a
certified copy of articles of incorporation and fees for
registered agent designation for the above named corporation.

Please return a copy back to us.

Very truly yours



Kevin Sands

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-11/15/96--01016--006
*****70.00 *****70.00

NOV 19 1996

BSB

EFFECTIVE DATE
NOV 12 1996

FILED
96 NOV 15 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SANDPOINT REALTY, INC.

ARTICLE I
CORPORATE NAME

FILED
96 NOV 15 PM 2:11
SEALY STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
NOV 12 1996

The name of this corporation shall be: **SANDPOINT REALTY, INC.** The address of the principal office of this corporation shall be 18481 N. TAMiami TRAIL, N. FORT MYERS, Florida, 33903, and the mailing address shall be: P.O. BOX 4507, N. FORT MYERS, FL. 33918.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock (having a par value of \$1.00 per share).

NOTE: Par value shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing on November 12th, 1996.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

CHARLIE POYNTER
18481 N. TAMiami TRAIL, NORTH FORT MYERS, FL. 33903

KEVIN SANDS
18481 N. TAMiami TRAIL, NORTH FORT MYERS, FL. 33903

The board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have One directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two.

**ARTICLE VII
INITIAL DIRECTORS**

The names of the initial directors of this Corporation and their street address is :

CHARLIE POYNTER PRESIDENT / TREASURER
P.O. BOX 4507, NORTH FORT MYERS, FL. 33918

KEVIN SANDS VICE PRESIDENT / SECRETARY
P.O. BOX 4507, NORTH FORT MYERS, FL. 33918

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and (have) qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

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



CHARLIE POYNTER
P.O. BOX 4507, NORTH FORT MYERS, FL. 33918

KEVIN SANDS
P.O. BOX 4507, NORTH FORT MYERS, FL. 33918

**ARTICLE IX
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

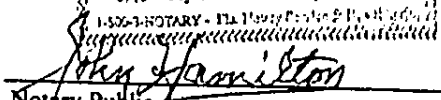
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation for the Florida Corporation, SANDPOINT REALTY, INC. on November 12th, 1996.


CHARLIE POYNTER

KEVIN SANDS

STATE OF FLORIDA)

COUNTY OF LEE)



BEFORE ME, a Notary Public, personally appeared CHARLIE POYNTER & KEVIN SANDS, to me known to be the persons described as Incorporator and who executed the foregoing Articles of Incorporation, and who identified themselves by producing Florida DL# POYNTER P536-102-42-387-0 & SANDS S532-511-54-463, and who acknowledged before me that he subscribed to these Articles of Incorporation on November 12th, 1996.


John Hamilton
Notary Public
State of Florida-at-Large

My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

CHARLIE POYNTER & KEVIN SANDS, whose street address is 18481 N. TAMiami TRAIL
NORTH FORT MYERS, FL, 33901, and having been designated as the Registered Agent is the
above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.


CHARLIE POYNTER

KEVIN SANDS