

P96000095391

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Subject: CitiCepts International Realty, Inc.
(proposed corporate name)
A Sub Chapter "S" Corporation

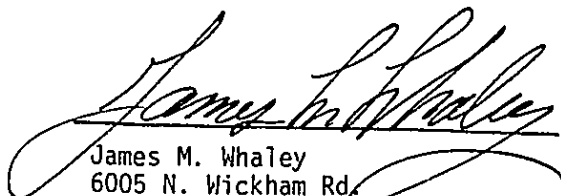
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*****70.00 *****70.00

Enclosed, please find an original and two copies of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 for the following fees:

\$35.00 filing fee
\$35.00 registered agent fee

Please return one copy to me with the filing date stamped on it.

Thank you.


James M. Whaley
6005 N. Wickham Rd.
Melbourne, FL 32940

MAIL TO:

P.O. Box 510717
Melbourne Beach, FL
32951-0717

Phone: (407) 255-0069

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ron Caprilla

8474 Sylvan Drive
West Melbourne, Florida 32904
Fax 407-984-9020
E-mail address caprilla@iu.net

November 14, 1996

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Re: CitiCepts Construction Corporation
CitiCepts of Florida, Inc.
CitiCepts International, Inc.

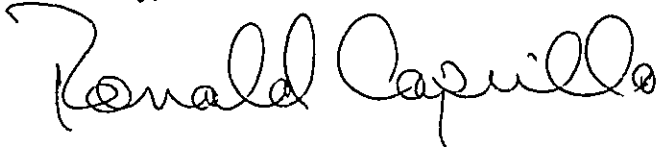
To whom it may concern;

I was the sole incorporator of the above referenced corporate names.

I release any claims on these names and/or similar names that might be used for anyone to use them in the future.

If you have any questions please feel free to contact me concerning them.

Sincerely,

A handwritten signature in cursive script that reads "Ronald Caprilla". The signature is fluid and stylized, with the first name "Ronald" and last name "Caprilla" clearly legible.

Ronald Caprilla

Articles of Incorporation
Or

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-----CitiCepts International Realty, Inc. (A Sub-Chapter "S" Corp.)-----

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of this corporation shall be: CitiCepts International Realty, Inc.

The principal place of business and mailing address of this corporation shall be:

6005 N. Wickham Rd.
Melbourne, FL 32940

MAILING ADDRESS:

P.O. Box 510717
Melbourne Bch., FL 32951-0717

Article II - Nature of Business

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

Article III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten thousand (10,000) shares at \$.01 per share, par value.

Article IV - Initial Registered Agent and Address

The name and address of the initial registered agent is:

James M. Whaley
6005 N. Wickham Rd.
Melbourne Beach, FL 32940
32951

Article V - Term of existence

This corporation is to exist perpetually.

Article VI - Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. Initially, this corporation shall have one Director. The name and address of the initial member of the Board of Directors is:

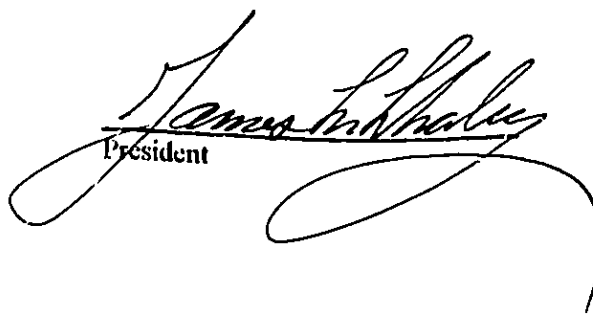
James M. Whaley
6005 N. Wickham Rd.
Melbourne Beach, FL 32940

Article VII - Incorporator

The name and street address of the incorporator to the Articles of Incorporation is:

James M. Whaley
P.O. Box 510717
Melbourne Beach, FL
32951-0717

These Articles of Incorporation have been executed this 11th day of October, 1994, by the undersigned.


President

Registered Agent/ Registered Office

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/agent, in the state of Florida.

1. The name of the corporation is:

CitiCepts International Realty, Inc.
(A Sub-Chapter "S" Corporation)

2. The name and address of the registered agent and office is:

James M. Whaley
6005 N. Wickham Rd.
Melbourne Beach, FL 32940

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

(Corporate Officer)

Title: President

Date: 11-11-96

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature

Date: 11-11-96