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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 192575 8955A

AUTHORIZATION :

Patricia P. J. J.

COST LIMIT : \$ 70.00

ORDER DATE : December 17, 1996

ORDER TIME : 5:23 PM

ORDER NO. : 192575-005

CUSTOMER NO: 8955A

CUSTOMER: Robert D. Royston Jr., Esq
ROBERT D. ROYSTON JR., ESQ

100002032011--4

P. O. Drawer 60205

Fort Myers, FL 33906

DOMESTIC FILING

EFFECTIVE DATE
Jan 1, 1997

NAME: VALUEMAX REALTY AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Dmc
12-18-96

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VALUEMAX REALTY AMERICA, INC.

FILED
96 DEC 18 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE

Jan. 1, 1997

ARTICLE I. NAME

The name of the corporation shall be:

VALUEMAX REALTY AMERICA, INC.

The address of the principal office of this corporation shall be 5970 Estero Boulevard, Ft. Myers, Florida 33931, and the mailing address of the corporation shall be the same.

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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12670 New Brittany Boulevard, Suite 101, Ft. Myers, Florida 33907, and the name of the initial registered agent of the corporation at that address is Robert D. Royston, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of the corporation shall be January 1, 1997.

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. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Murray Carslake
Dir.

5970 Estero Boulevard
Ft. Myers, Florida 33931

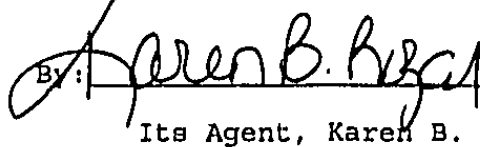
ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 17, 1996.

CORPORATION SERVICE COMPANY

By:  _____
Its Agent, Karen B. Rozar

HBD/das

FILED

96 DEC 10 AM 9:48

STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT D. ROYSTON, JR., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

VALUEMAX REALTY AMERICA, INC. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed name: ROBERT D. ROYSTON, JR.