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December 18, 1996

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

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

RE: Articles of Incorporation
The Naples School of
Real Estate, Inc.

Dear Sirs:

Enclosed please find two original Articles of Incorporation for the Naples School of Real Estate, Inc. Also enclosed is a check for the requisite \$ 70.00 filing fee. Please process at your earliest convenience.

Sincerely yours,

DEC 30 1996 BSB

Stanley E. Marable

STANLEY E. MARABLE

cc: Mr. Tom Coler

Stanley Marable GAVE
AUTHORIZATION BY PHONE TO
CORRECT *principle address*
DATE *12/30/96*
LO .. EXAM *BSB*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

THE NAPLES SCHOOL OF REAL ESTATE, INC.

I, the undersigned, being the incorporator for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

THE NAPLES SCHOOL OF REAL ESTATE, INC.

ARTICLE II

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act, and any activity of business permitted under the laws of the United States.

ARTICLE III

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be seventy-five hundred (7,500) shares of common stock, having a par value of one dollar (\$ 1.00) per share.

ARTICLE V

Every shareholder shall have the right to purchase their pro-rata share of any new stock in this Corporation of the same kind, class or series as that which he/she already holds at the price at which it is offered to all other shareholders.

ARTICLE VI

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII

PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:
770 South Palm Avenue
Sarasota, Florida 34236

ARTICLE VIII

NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) nor more than five (5) persons, as shall be designated in the By-Laws.

ARTICLE IX

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the First Board of Directors who shall hold office until the annual meeting of the stockholders to be held in the year 1996, and until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Thomas E. Coler	770 South Palm Avenue Sarasota, Florida 34236	President/Secretary/ Treasurer

ARTICLE X

INCORPORATORS

The name and post office address of each incorporator to this Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Thomas E. Coler	770 South Palm Avenue Sarasota, Florida 34236	President/Secretary/ Treasurer

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 770 South Palm Avenue, Sarasota, Florida 34236 and the name of the initial registered agent of this Corporation at that address is Thomas E. Coler.

ARTICLE XII

SPECIAL PROVISIONS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein is granted subject to this reservation.

IN WITNESS HEREOF, I, the undersigned, being the original incorporator herein named, have hereunto set my hand and seal on December 16, 1996.


_____(SEAL)

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY, that on December 14, 1996 personally
appeared, before me the undersigned authority:

THOMAS E. COLER

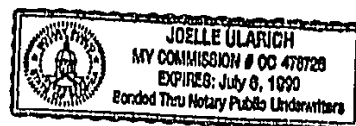
to me well known, and known to me to be the person described in and
who acknowledged to me that he executed the foregoing Certificate of
Incorporation as his free act and deed for the uses and purposes
therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
Official Seal, on the date last above written.


Notary Public, Commission No.

Name of Notary, typed or stamped

(SEAL ABOVE)



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That THE NAPLES SCHOOL OF REAL ESTATE, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at Sarasota, County of Sarasota, State of Florida, has named Thomas E. Coler, located at 770 South Palm Avenue, Sarasota, Florida 34236, County of Sarasota, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: _____

THOMAS E. COLER
Resident Agent

DATED: _____

12/16/96