

NORTH TAMPA LAW CENTER
of Gregory Paules, P.A.
Attorney At Law

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SUITE B-122 12421 N. FLORIDA AVE.
TAMPA, FLORIDA 33612

7960000104365
December 20, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

EFFECTIVE DATE
12-20-96

RE: CARLYN SCHWINN NELSON, INC.
Articles of Incorporation

600002037426--4
-12/24/96--01138--020
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above corporation and our check in the amount of \$122.50 to cover the following:

Filing Fee	-	\$ 35.00
Certified	-	\$ 52.50
Registered Agent	-	\$ 35.00

Total: \$122.50

We would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and return them to our office.

Sincerely,

Beverly Barnes

Beverly Barnes
Legal Secretary

/bkb
enclosures

AL DEC 24 1996

FILED
96 DEC 24 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

'96 DEC 24 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-20-96

ARTICLES OF INCORPORATION

OF

CARLYN SCHWINN NELSON, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a Corporation for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

CARLYN SCHWINN NELSON, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in all phases of brokerage of real estate and to engage in any business permitted under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7000 shares of 1.00 par value common stock, which should be designated "Common Shares".

These Articles of Incorporation have been prepared by:
NORTH TAMPA LAW CENTER OF GREGORY PAULES, P.A.
12421 North Florida Avenue
Suite B-122
Tampa, Florida 33612
Telephone No. (813) 935-1704

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$500.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of said Corporation is:

13912 Lazy Oak Drive
Tampa, Florida 33613

The name of the initial registered agent of this Corporation at that address is:

CARLYN SCHWINN NELSON

PRINCIPAL OFFICE

The address of the Corporations principal office is:
13912 Lazy Oak Drive
Tampa, Florida 33613

ARTICLE VII - DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by a majority vote of the stockholders, but there shall never be less than one.

ARTICLE VIII

The name and street address of the member of the first Board of Director is as follows:

CARLYN SCHWINN NELSON
13912 Lazy Oak Drive
Tampa, Florida 33613

ARTICLE IX - INCORPORATORS

The name and address of the initial subscriber signing these Articles is as follows:

CARLYN SCHWINN NELSON
13912 Lazy Oak Drive
Tampa, Florida 33613

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by laws shall be

vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or this Corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XI - ADOPTION OF BY LAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the by laws and the transaction of such business as may come before the meeting.

ARTICLE XII - AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed his seal to these Articles of Incorporation, on this 20th day of December, 1996.


CARLYN SCHWINN NELSON

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared,

CARLYN SCHWINN NELSON, being first duly sworn, deposes and says that she is the individual subscribed in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 20th day of December, 1996.

Beverly K. Barnes
NOTARY PUBLIC, STATE OF FLORIDA



BEVERLY K. BARNES
MY COMMISSION # LC330674 EXPIRES
November 8, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted:

CARLYN SCHWINN NELSON, INC., desiring to organize under the
laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at Tampa, County of
Hillsborough, State of Florida, has named CARLYN SCHWINN NELSON,
13912 Lazy Oak Drive, Tampa, Florida 33613 at that address, as
its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

Carlyn Schwinn Nelson
CARLYN SCHWINN NELSON

FILED
96 DEC 24 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA