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TO: DIVISION OF CORPORATIONS

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FROM: HARPER, KYNES, GELLER
CONTACT: JACK J GELLER
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FAX #: (813)797-8206

NAME: DAVID C. HARPER REAL ESTATE CONSULTANT, P.A.

AUDIT NUMBER.....H97000000557

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*BOARD CERTIFIED
CIVIL TRIAL LAWYER

**ALSO ADMITTED TO
PRACTICE IN NEW YORK

**ALSO ADMITTED TO
PRACTICE IN CALIFORNIA

*BOARD CERTIFIED
BUSINESS LITIGATION LAW

PLEASE REPLY TO:

Our File #

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January 9, 1997

VIA FACSIMILE

Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

RE: David C. Harper Real Estate Consultant, P.A.
Fax Audit No. H9700000557 3

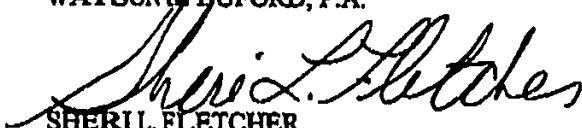
Dear Sir or Madam:

I am sending to you by facsimile the original Electronic Filing Cover Sheet and Articles of Incorporation for the above corporation. Please fax us confirmation at your earliest convenience.

Thank you for your attention in this matter.

Very truly yours,

HARPER, KYNES, GELLER,
WATSON & BUFORD, P.A.



SHERI L. FLETCHER
Legal Assistant

Enclosures

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97 JUN 19 11 30 AM
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ARTICLES OF INCORPORATION
FOR PROFESSIONAL ASSOCIATION
OF

DAVID C. HARPER REAL ESTATE CONSULTANT, P.A.

The undersigned natural person, competent and licensed to practice real estate in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provision of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

David C. Harper Real Estate Consultant, P.A. shall be the name of this Corporation. The principal place of business and mailing address of the Corporation shall be: 2560 Gulf to Bay Boulevard, Suite 300, Clearwater, Florida 34625.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- A. To engage in every aspect in the practice of real estate, and all its fields of specializations, as are engaged in by licensed real estate brokers.
- B. To engage and render the professional services involved only through its officers, agents and employees who shall be licensed real estate brokers or agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
- C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- D. To engage in no other business other than the rendition of the professional services specified herein.

THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243891

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E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock at \$1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV

DURATION

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The address of this Corporation's initial registered office shall be 2560 Gulf to Bay Boulevard, Suite 300, Clearwater, Florida 34625, and the name of its initial registered agent at said address shall be J. Bruce Harper. Having been so named to accept said service of process, said registered agent hereby accepts said designation of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is as follows:

J. Bruce Harper
2560 Gulf to Bay Boulevard, Suite 300
Clearwater, FL 34625

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ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) or more persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation shall be:

David C. Harper
2560 Gulf to Bay Boulevard
Suite 300
Clearwater, FL 34625

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officers or director, to the full extent permitted by law.

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ARTICLE XI

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 9th day of January, 1997.


J. BRUCE HARPER, Incorporator
and Registered Agent

harper.ari

FILED
JAN 10 1997
TALLAHASSEE, FLORIDA