

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

1-800-342-8062
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-16-97

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY Amo _____

WALK-IN
Will Pick Up

1-17 1140 1/17

RE: Estock - Young Realty,
Inc

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

100002061711--3

-01/17/97--01045--008

***\$122.50 ***\$122.50

97 JAN 17 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

EFFECTIVE DATE

1-16-97

**ARTICLES OF INCORPORATION OF
ESTOCK-YOUNG REALTY, INC.
A FLORIDA CORPORATION**

**FILED
97 JAN 17 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is ESTOCK-YOUNG REALTY, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be conducted and created by this corporation is :

1. To invest in or engage in any business requiring the owner to own and hold licenses, permits or franchises in connection therewith, and to own and hold same.
2. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation of this State, or any other state or government, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
3. To purchase, hold, sell and transfer shares of its own capital stock, provided that shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor be counted as outstanding for the purpose of any stockholder's quorum or vote.
4. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real property in this state, and in any of the several states, territories, possession, and dependencies of the United States, the District of Columbia and in foreign countries.
5. In any matter to acquire, utilize and to dispose of patents, copyrights, and trademarks, licenses and franchises and any rights of interest therein and thereunder.
6. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

This Corporation shall have two directors. The number of directors may be increased or diminished from time to time by the bylaws of the Corporation, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTOR

The name and street address of the initial directors are:

THEODORA YOUNG
8 Palm Harbor Drive
Holmes Beach, Florida 34217

RICHARD ESTOCK
2120 Colonial Avenue
Erie, Pennsylvania 16505

Said directors shall hold office for the first year of the existence of the Corporation or until their successors are duly elected and have qualified.

ARTICLE VIII - INITIAL OFFICERS

The name and street address of the initial officers of this Corporation are:

THEODORA YOUNG - President and Treasurer
8 Palm Harbor Drive
Holmes Beach, Florida 34217

RICHARD M. ESTOCK - Vice President and Secretary
2120 Colonial Avenue
Erie, Pennsylvania 16505

Said officers shall hold office for the first year of existence of the Corporation, or until their successors are duly elected and have qualified.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

RICHARD M. ESTOCK
2120 Colonial Avenue
Erie, Pennsylvania 16505

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

7. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary to, or incidental to, the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation, or any amendment thereof.

8. To do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and, which now are, or may be hereafter, authorized by law, and generally, and in addition to the foregoing, to have all the powers and privileges incidental to, or now or hereafter, conferred by law upon a corporation for profit in the State of Florida for the purpose of transacting any or all lawful business.

The foregoing clauses shall be construed both as objects and as powers, and it is hereby expressly provided that the foregoing enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation, and each power and object shall be construed as if named separately and alone, and shall not be limited in any way because of the naming of any other power or object.

ARTICLE III - CAPITAL STOCK

The maximum number of shares which the corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock having a par value of \$10.00, each.

ARTICLE IV - TERM OR EXISTENCE

The corporate existence of this Corporation shall begin when these Articles of Incorporation have been executed by the incorporator named below. This Corporation is to exist perpetually.

ARTICLE V - ADDRESS

The initial street address of the principal office of this Corporation in the State of Florida is ESTOCK-YOUNG REALTY, INC., is 8 Palm Harbor Drive, Holmes Beach, Florida 34217. The Board of Directors may from time to time move the principal office to any other address in Florida. The Corporation shall have the power to establish branch offices and other place of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Board of Directors from time to time.

ARTICLE VI - DIRECTORS

Shares of capital stock of this Corporation shall be issued initially to the following person in the amount set after their names:

THEODORA YOUNG - 500 Shares
RICHARD M. ESTOCK and JEANNINE S. ESTOCK, - 500 Shares

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 3633 26th Street West, Bradenton, FL 34205, and the name of the initial registered agent of this Corporation at that address is EDWARD O. REID.

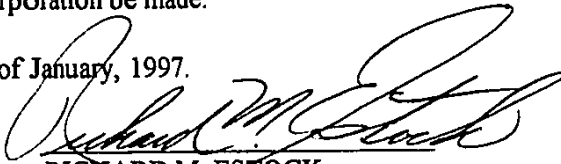
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

Subscribed this the 16th day of January, 1997.


RICHARD M. ESTOCK

STATE OF FLORIDA

COUNTY OF MANATEE

Before me, this day personally appeared RICHARD M. ESTOCK, to me personally known to be the person described in the above Articles of Incorporation of ESTOCK-YOUNG REALTY, INC., as subscriber, or who has produced _____ as identification and acknowledged before me that he executed and subscribed to said Articles of Incorporation, and did not take an oath.

16 Witness my hand and official seal in the County and State named above, on this the _____ day of January, 1997.

NOTARY PUBLIC



EDWARD O. REID
My Commission CC308865
Expires Aug. 07, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
97 JAN 17 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT ESTOCK-YOUNG REALTY, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT THE CITY OF HOLMES BEACH, STATE OF FLORIDA, HAS
NAMED EDWARD O. REID, ESQ., LOCATED AT 3633 26th Street West, Bradenton,
Florida 34205, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.

SIGNATURE

TITLE :

DATE:

Edward O. Reid
1/16/97 Vice President

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

DATE:

Edmund Reid
1/16/97