

Barnett Center
Suite 300
4501 Tamiami Trail North
Naples, Florida 33940-3060
941/262-5959
FAX 941/434-4999

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Naples Attorneys

Jackson M. Bruce, Jr.
Louis D. D'Agostino
James T. Demarest
Kevin A. Denti
Robert E. Doyle, Jr.
Timothy G. Hains
Samara S. Holland
John D. Humphreville
Kimberly L. Johnson
Thomas E. Maloney
F. Joseph McMackin, III
Mark H. Muller
Leo J. Salvatori
Joseph D. Zaks

Quarles & Brady

P97000007154

January 13, 1997

FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Re: Amerivest Realty, Inc.

800002057938--1
-01/14/97--01173--004
****122.50 ****122.50

Gentlemen:

Enclosed are the original Articles of Incorporation, together with a copy of the same, regarding the above-captioned corporation. I would appreciate your filing the same with the Secretary of State, and then calling me to confirm their acceptance. This firm's check in the amount of \$122.50 made payable to the Secretary of State is also enclosed for payment of the filing fee. I would further appreciate your forwarding the certified copy of the Articles to me by regular U.S. mail.

Thank you for your assistance in this matter. Please feel free to call if you should have any questions.

Respectfully,

QUARLES & BRADY

Kare
Karen Loper
Secretary to Leo Salvatori

/kl

enclosures

989,502,671
2/97 - 951

Q8NAP1\109960.

RECEIVED
97 JAN 14 PM 1:56
DIVISION OF CORPORATION
97 JAN 22 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FL 32301

D. BROWN JAN 22 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1997

ATTORNEYS' TITLE INSURANCE FUND, INC.
660 EAST JEFFERSON STREET
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: AMERIVEST REALTY, INC.
Ref. Number: W97000000951

RECEIVED
97 JAN 22 AM 8:07
DIVISION OF CORPORATIONS

We have received your document for AMERIVEST REALTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 497A00001524

RECEIVED
97 JAN 24
DIVISION OF CORPORATIONS



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Joseph D. Zaks

January 20, 1997

FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
Attn: Barb
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Re: Amerivest Realty, Inc. - Winfield & Associates, Inc.

Dear Barb:

As the State rejected our initial filing of Amerivest Realty, Inc., our client has decided to instead file the corporate name of Winfield & Associates, Inc., in its place and stead. As such, enclosed are the original Articles of Incorporation, together with a copy of the same, regarding Winfield & Associates, Inc. I would appreciate your filing the same with the Secretary of State, and then calling me to confirm their acceptance.

Please utilize the funds previously sent to you for the filing of Amerivest to pay for this corporation's filing fee.

As always, thank you for your assistance. Please feel free to call if you should have any questions.

Respectfully,

QUARLES & BRADY


Karen Loper
Secretary to Leo Salvatori

/s/

enclosures

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ARTICLES OF INCORPORATION
OF
WINFIELD & ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 22 PM 1:00

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is WINFIELD & ASSOCIATES, INC.

ARTICLE II
Duration

The duration of the corporation shall be perpetual.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, and the name of its initial registered agent at such address is Leo J. Salvatori.

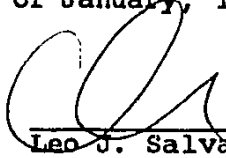
ARTICLE VIII
Incorporator

The name and address of the incorporator is Leo J. Salvatori, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE IX
Principal Office

The principal office of the corporation is located at 849 Seventh Avenue South, Suite 200, Naples, FL 34102.

Executed this 20th day of January, 1997.



Leo J. Salvatori, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 20th day of January, 1997, by Leo J. Salvatori, who is personally known to me.



NOTARY PUBLIC

(SEAL)

My Commission Expires:



**CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE.**

In compliance with Section 48.091, Florida Statutes and
Section 607.0501(3) of the Florida Business Corporation Act, the
following is submitted:

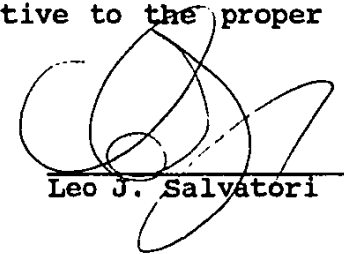
1. That WINFIELD & ASSOCIATES, INC., desiring to organize under
the laws of the State of Florida, has named Leo J. Salvatori
located at Barnett Center, 4501 Tamiami Trail North, Suite 300,
Naples, Collier County, Florida 34103, as its agent to accept
service of process within Florida.

Dated: Jan. 20, 1997


Leo J. Salvatori, Incorporator

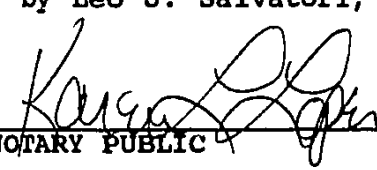
2. That, having been named to accept service of process for the
above-stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity; I am familiar
with and accept the obligations of §607.0505 of the Florida
Business Corporation Act and further agree to comply with the
provisions of all statutes relative to the proper and complete
performance of my duties.

Dated: Jan. 20, 1997

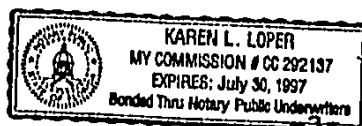

Leo J. Salvatori

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before
me this 20th day of January, 1997, by Leo J. Salvatori, who is
personally known to me.


NOTARY PUBLIC (SEAL)

My Commission Expires:



QBNAP1\110585.