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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIQUEZ
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NAME: JOHN MICHAELS REAL ESTATE INC.
AUDIT NUMBER.....H97000002911

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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mc 2/20/97

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**Articles of Incorporation
of
John Michaels Real Estate Inc.**

EFFECTIVE DATE

2-19-97

Article I. Name

The name of this Florida corporation is:
John Michaels Real Estate Inc.

Article II. Address

The mailing address of the Corporation is:
John Michaels Real Estate Inc.
P.O. Box 1424
Anna Maria FL 34216

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
John A. Michaels
410 Poinsettia Road
P.O. Box 1424
Anna Maria FL 34216

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Wilmington, DE 19801
302-421-5752

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each member of the Corporation's Board of Directors is:

John A. Michaels

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629


Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 19, 1997

The authorized representative of the incorporator executed these Articles of Incorporation on February 20, 1997

Corporate Creations International Inc.

By: _____


Luis A. Uriarte Vice President

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American Incorporators, Ltd.
1220 North Market Street, Suite 608
Wilmington, DE 19801
302-421-5752

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:

John Michaels Real Estate Inc.

REGISTERED AGENT:

John A. Michaels
410 Poinsettia Road
P.O. Box 1424
Anna Maria FL 34216

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



John A. Michaels

Date: February 19, 1997

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