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W. WADE WALLACE, P.A.

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DESTIN, FLORIDA 32541

March 5, 1997

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***122.50 ***122.50

Department of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Real Estate Industries, Inc.

To whom it may concern:

Please find enclosed an original and a copy of the Articles of Incorporation and Certificate Designating the Registered Agent for the above referenced corporation. Please file the original and return a certified copy to my attention at the above address. I have enclosed check #4219 in the amount of \$122.50 to cover the cost of said filing.

If there is anything further I need to do, please let me know. Thank you for your attention to this matter.

Sincerely,

W. WADE WALLACE, P.A.

Jodie L. Hamm

Jodie L. Hamm
Legal Assistant

/jlh

Enclosure

FILED
DIVISION OF STATE
CORPORATIONS
97 MAR -7 AM 11:50

3/13/97

**ARTICLES OF INCORPORATION
OF
REAL ESTATE INDUSTRIES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -7 AM 11: 58

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: Real Estate Industries, Inc.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Corporate Purpose

This corporation is organized to transact any or all lawful business for which the corporation may be incorporated pursuant to Chapter 607, Florida Statutes, or any other applicable laws of the State of Florida.

ARTICLE IV

Principal Office/Mailing Address

The street address of the initial principal office is: 4458 Oceanview Drive, Destin, FL 32541.

ARTICLE V

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VII

Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4458 Oceanview Drive, Destin, FL 32541; the name of the initial registered agent of this corporation at that address is: Jerry Wallace.

ARTICLE IX

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws.

ARTICLE X

Initial Officers

The corporation shall have the following officers; President, Vice-President and Secretary/Treasurer, who shall be elected by a majority vote of the directors.

ARTICLE XI

Incorporators

The name and address of the incorporator is: Jerry Wallace, 4458 Oceanview Drive, Destin, FL 32541.

ARTICLE XII

Action by Directors Without a Meeting

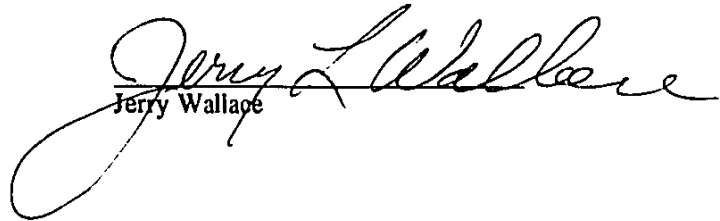
The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of March, 1997.


Jerry Wallace

STATE OF FLORIDA
COUNTY OF WALTON

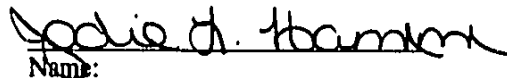
The foregoing instrument was acknowledged before me this 3rd day of March, 1997, by Jerry Wallace, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and seal this 3rd day of March, 1997.



Affix Seal

JODIE L. HAMM
MY COMMISSION # CC317441 EXPIRES
September 21, 1997
BONDED TWPY TWPY FARM INSURANCE, INC.


Name: _____

Notary Public

My commission expires:

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

FILED
STATE
97 MAR -7 AM 11:59

In compliance with Section 607.0505, Florida Statutes, the following is submitted:

FIRST -- That Real Estate Industries, Inc., with its principal place of business at 4458 Oceanview Drive, Destin, FL 32541, has named **Jerry Wallace**, located at 4458 Oceanview Drive, Destin, FL 32541, as its agent to accept service of process within the State of Florida.

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Date: March 3, 1997


Jerry Wallace