



**COST LIMIT : \$ PPD**

Suite 1836  
1301 Riverplace Boulevard  
Jacksonville, FL 32207

**K.R.**

MAR 19 1997

FILED  
97 MAR 18 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

67-4110-81 100-16  
Q12-110-10

EFFECTIVE DATE  
3-17-97

ARTICLES OF INCORPORATION  
OF  
UNITED REALTY, INC.

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I, Gerald L. Halstead, being of legal age, do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be United Realty, Inc.

ARTICLE II.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is to operate as a real estate broker pursuant to the provisions of Chapter 475, Florida Statutes (1989), as modified from time to time by the State of Florida; to purchase, hold, sell, develop and lease improved and unimproved real estate; to mortgage and encumber the same; to erect, operate, manage, care for and maintain, extend and alter buildings thereon; and to provide management services for other persons, firms, corporations, partnerships, joint ventures, trusts, associations, and other enterprises similarly engaged; and to engage in any activity or

business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV.  
CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares fully paid, \$1.00 par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V.  
NO PRE-EMPTIVE RIGHTS GRANTED

No stockholder of any class of stock of this corporation shall be entitled to pre-emptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that, and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI.  
STREET AND MAILING ADDRESS OF INITIAL REGISTERED  
OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street address of the principal place of business of this corporation is 2225 S.R. 3, Suite 11A, St. Augustine, Florida 32084. The initial registered agent is Thomas F. McMorro

Esq., 1301 Riverplace Blvd., Suite 1836, Jacksonville, Florida  
32207.

ARTICLE VII.  
INITIAL DIRECTORS

The number of directors of this corporation initially shall be one, which number may be increased or decreased pursuant to the bylaws of the corporation; so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Gerald L. Halstead  
116 Seychelles Court  
St. Augustine, Florida 32084

ARTICLE VIII.  
SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Gerald L. Halstead  
2225 S.R. 3, Suite 11A  
St. Augustine, Florida 32084

ARTICLE IX.  
COMMENCEMENT OF CORPORATE EXISTENCE

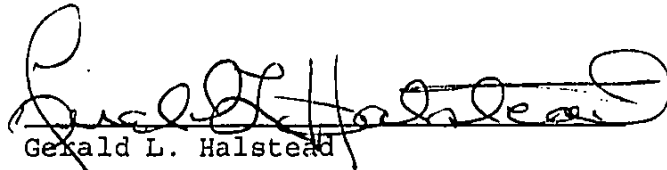
This corporation shall commence to exist on March 17, 1997.

ARTICLE X.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation

in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, Gerald L. Halstead, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 17th day of March, 1997.

  
Gerald L. Halstead

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That United Realty, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of St. Augustine, County of St. Johns, State of Florida, has named Thomas F. McMorrow, Esq., located at 1301 Riverplace Blvd., Suite 1836, Jacksonville, Florida 32207, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Thomas F. McMorrow

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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