

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

PAID 3/15/98

PHONE ()

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

To us via _____ Return via _____

Motor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: **Paul Kroll Real Estate, Inc.**

PAID 3/15/98

Art. of Amend. Filo
Dissolution/Withdrawal
C U S
Fictitious Name Filo

Name Reservation
Annual Report/Retrieval
Reg. Agent Service
Document Filing

Corporate kll
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 Filo
UCC 11 Search
UCC 11 Retrieval

Filo No.'s, Copies
Counter Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prop.
FAX () pgs.

SUBTOTALS

RECEIVED
DIVISION OF CORPORATION
97 APR -8 AM 9:01
FEE
DISBURSED
SUNCLANCE
TAX on corporate supplies
SUBTOTAL
PREPAID
BALANCE DUE

REQUEST TAKEN CONFIRMED APPROVED
DATE 4/7/97
TIME 4:13
BY DJC

WALK-IN
Will Pick Up

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

FILED
97 APR -8 AM 11:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PAUL KROLL REAL ESTATE, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

Article I - Name

The name of corporation shall be: Paul Kroll Real Estate, Inc., The principle place of business shall be: 16259 U.S. HWY 19 N. Clearwater, Fl 34624.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purpose for which this corporation is organized shall be the transacting of the any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock, each having a par value of one dollar (\$1.00). The initial stock to be issued is:

Paul A. Kroll
7311 3rd Av S
St. Petersburg, Fl 33707

255 Shares

Robert D. Gilbert
3565 58th Av N #108
St. Petersburg, Fl 33714

45 Shares

C. Markel Becker, Jr.
1640 Braemoor Ln.
Dunedin, Fl 34698

100 Shares

Lawrence R. Kyle
12306 79th Pl N
Seminole, Fl 33772

100 Shares

ARTICLE V - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued here under as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE VI - OFFICERS

The name and street address of the initial officers and directors who shall hold office the first year of the corporation's existence or until a successor is elected is:

NAME	ADDRESS
Paul A. Kroll President	7311 3rd Av S St. Petersburg, Fl 33707
Robert D. Gilbert Secretary & Treasurer	3565 58th Av N #108 St. Petersburg, Fl 33714
Chester Markel Becker, Jr. Vice-President	1640 Braemoor Lane Dunedin, Fl. 34698

ARTICLE VII - INITIAL REGISTERED AGENT

The name of initial registered agent of this corporation is, Paul A. Kroll, and the address of the initial agent is, 7311 3rd Av S, St. Petersburg, Fl 33707.

ARTICLE VIII - INCORPORATOR

The name of incorporator of these Articles of Incorporation is, Paul A. Kroll, 7311 3rd Av S, St. Petersburg, Fl 33707.

ARTICLE IX - AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

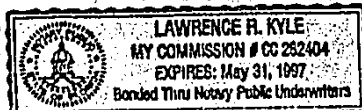
IN WITNESS WHEREOF, The undersigned incorporator has
executed these Articles of Incorporation this 2nd
day of April, 1997.

Paul A. Kroll
Signature of Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FORGOING Instrument was acknowledged and sworn to before
me this 2nd day of April, 1997, by Paul A. Kroll.

Notary Stamp



Lawrence H. Kyle
Notary Public

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated in the foregoing
Articles of Incorporation as Registered Agent, hereby agrees
to accept said designation.

Paul A. Kroll
Registered Agent

FILED
97 APR -8 AM 11:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA