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May 7, 1997

VIA UPS

Florida Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: BOARDWALK REAL ESTATE, INC.

Dear Sir/Madam:

I have enclosed for your review and filing the original and two (2) copies of the Articles of Incorporation for BOARDWALK REAL ESTATE, INC., and a check in the amount of \$70.00 payable to The Florida Department of State for the following:

Filing Fee for Articles of
Incorporation, F.S.

\$35.00

Filing Fee for Resident Agent
F.S.

\$35.00

300002172969--S
-05/09/97--01074--016
*****70.00 *****70.00

TOTAL:


\$ 70.00

Please return a certified copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

By:


Stephen F. Voigt, Esq.

SFV/mss
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY - 9 PM 1:03

ARTICLES OF INCORPORATION
OF
BOARDWALK REAL ESTATE, INC.

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ARTICLE I - NAME

The name of this corporation is BOARDWALK REAL ESTATE, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 4411 BEE RIDGE, SUITE 588, SARASOTA, FLORIDA 34233.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered office of this corporation is STEPHEN F. VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this

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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

IRA GREENE BRIGGS CARROLL SR.
3015 RIVIERA DR.
SARASOTA, FLORIDA 34232

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, 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 8th day of May, 1997.



IRA GREENE BRIGGS CARROLL SR.

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 8th day of May, 1997 by IRA GREENE BRIGGS CARROLL SR., who is personally known to me or who has produced _____ as identification and who did take an oath.

MY COMMISSION EXPIRES: 12-19-97. Barbara A. Cook
Notary Public
BARBARA A. COOK
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned assents the designation