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OF COUNSEL
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LAKE PARK, FLORIDA 33403

May 16, 1996

Corporate Records Bureau
Department of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

400002183474--8
-05/19/97--01140--004
****122.50 ****122.50

Re: The First-Time Homebuyer Company Education &
Real Estate Services, Inc.

Dear Sir/Madam:

Enclosed please find original and duplicate copy of proposed
Articles of Incorporation for the above, together with check
payable to your order in the sum of \$122.50.

Filing fee \$ 35.00
Certified Copy \$ 52.50
Registered Agent
Designation \$ 35.00

Total: \$122.50

If same meets with your approval, I would appreciate your calling
me or my secretary immediately upon approval. I would also
appreciate your certifying the duplicate copy of Articles of
Incorporation and returning it to my office in the envelope
provided.

If there are any problems as to the name or otherwise, please
call. Thank you for your attention in this matter.

Sincerely,

CHARLES M. PIGOTT

CMP/mc

Enclosures (check)

MAY 22

97 MAY 19 AM 8:21
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

**THE FIRST-TIME HOMEBUYER COMPANY
EDUCATION & REAL ESTATE SERVICES, INC.**

FILED
97 MAY 19 AM 8:21
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:

**THE FIRST-TIME HOMEBUYER COMPANY
EDUCATION & REAL ESTATE SERVICES, INC.**

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

(a) Education and Real Estate Services.

(b) To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, lease, sell, or otherwise dispose of any lands or interests in lands and in buildings or other structures at any time owned or held by the corporation.

(c) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and descriptions, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(d) To conduct business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, copyrights, trademarks and licenses in the State of Florida and all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation in the State of Florida, or any other state or government, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III.

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00.

ARTICLE IV.

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) dollars, which sum shall be paid to the corporation.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The street address of the principal place of the corporation in the State of Florida is:

1316 13th Court
Palm Beach Gardens, Florida 33410

The street address of the registered office of the corporation in the State of Florida is 1316 13th Court, Palm Beach

Gardens, Florida 33410 and the registered agent is designated as DANIEL KNIGHT of the same address.

ARTICLE VII.

The business of the corporation shall be managed by the stockholders.

ARTICLE VIII.

The following is the name and address of the subscriber of these Articles of Incorporation who agrees to purchase fifty (50) shares of stock authorized for the sum of five hundred (\$500.00) dollars.

<u>Name</u>	<u>Address</u>
DANIEL KNIGHT	1316 13th Court, Palm Beach Gardens, FL

ARTICLE IX.

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X.

The undersigned hereby appoints DANIEL KNIGHT, whose business address is 1316 Thirteenth Court, Palm Beach Gardens, Florida 33410, as registered agent of this corporation.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the Charter of the above corporation.

WITNESS my hand and seal this the 16th day of May, 1997.




DANIEL KNIGHT

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally appeared before the undersigned notary public duly authorized to administer oaths and take acknowledgments DANIEL KNIGHT, who first being duly sworn by me did depose and say that he is the individual described in the foregoing Certificate of Incorporation of THE FIRST-TIME

HOMEBUYER COMPANY EDUCATION & REAL ESTATE SERVICES, INC., and he acknowledged before me that he signed and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal at Lake Park, County of Palm Beach, State of Florida, this the 16th day of May, 1997.



Notary Public, State of Florida
~~M.C. MUSSELMAN~~ Charles Pigott
Commission and Expiration Date:

CHARLES M. PIGOTT
Notary Public, State of Florida
My Comm. Expires Mar. 16, 1998
No. CC 357988
Bonded Through Official Notary Service

ACCEPTANCE

The undersigned, DANIEL KNIGHT, hereby accepts the appointment as registered agent of THE FIRST-TIME HOMEBUYER COMPANY EDUCATION & REAL ESTATE SERVICES, INC.



DANIEL KNIGHT

FILED
91 MAY 19 AM 8:22
STATE
TALLAHASSEE, FLORIDA