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June 3, 1997

Carol D. Greene
1018 Silver Palm Way
Apollo Beach, Fl. 33572

State of Florida
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Gentlemen:

Enclosed, please find our application for Incorporation along with the Service of Process designation certificate. Should you need to contact us about this application, please feel free to call at (813) 641-9611 or (888) 427-0437. We have Fed Ex'd this to you and would appreciate prompt action. Thank You for your attention in this matter.

Sincerely,

Carol D. Greene

Carol D. Greene
1018 Silver Palm Way
Apollo Beach, Fl. 33572

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**ARTICLES OF INCORPORATION
OF
ENCORE REALTY INCORPORATED**

I. The undersigned subscriber, a natural person, competent to contract, hereby form a corporation for profit under the provisions of Chapter 607, Florida Statutes, and do hereby adopt the following Article of Incorporation as the Charter of the Corporation.

I. NAME

The name of this corporation shall be: Encore Realty Incorporated.

II. TERM OF EXISTENCE

The corporation shall have perpetual existence, unless sooner dissolved to the provisions of Florida Statutes, Chapter 607.

III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is Real Estate Services.

1. The corporation may engage in any activity or business permitted under the laws of the United States of America, and of the State of Florida including, but not limited to deal in real, personal, or mixed property of any kind or description; to deal in stocks, bonds, mortgages, securities, notes, and commercial papers of any kind; to purchase, hold, sell, and transfer shares of its own capital stock, provided that the corporation shall not purchase its own shares of capital stock except from a surplus of its assets over its liabilities, including capital.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: One Thousand (1000) shares of common stock having a par value of TEN(\$10.00) DOLLARS per share.

V. ADDRESS

The initial address of this corporation as its principal office in the State of Florida is:

3703 W. Azeele St.
Tampa, Fl. 33609

VI. DIRECTORS

The number of directors of this corporation shall be not less than one (1), nor more than seven(7).

VII. INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Carol D. Greene	1018 Silver Palm Way Apollo Beach, Fl. 33752
Wayne J. Andersen	1018 Silver Palm Way Apollo Beach, Fl. 33572

All of said directors are of full age and are current citizens of the United States of America.

VIII. SUBSCRIBER

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

Carol D. Greene
1018 Silver Palm Wy.
Apollo Beach, Fl. 33572

IX. SALE OF STOCK

The stockholders may by law provisions or by stockholders agreement in the minute book, impose such restrictions upon sale, transfer, or encombrance of the stock of this corporation as they see fit.

X. COMPENSATION

The directors who are also officers for the corporation, are authorized to fix compensation for their services to be rendered as such officers.

XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

XII. DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48-091 Florida Statutes, Carol D. Greene is named as resident agent of this corporation to accept service of process within this state, whose address is at: 3703 W. Azeele St. Tampa, Fl. 33609.

IN WITNESS WHEREOF, the undersigned subscriber does hereby set his hand and seal this 3th day of JUNE, 1997.

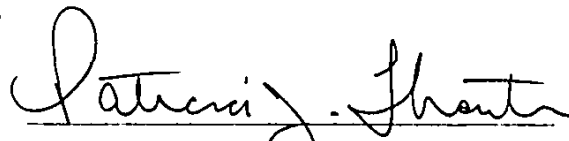
Signed: _____

Carol D. Greene
FCDL

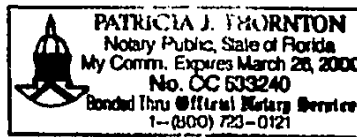
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared Carol D. Greene
to me well known to be the individual (s), and acknowledged before me that he/she
executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above,
this 3rd day of June, 1997.


Notary Public, State of Florida at Large

My commission expires:



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

Pursuant to Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said act;

First- That Encore Realty Incorporated desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the County of Hillsborough, State of Florida, has named Carol D. Greene , 3703 W. Azeele St., Tampa, Fl. 33609, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service 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.

Signed: Carol D. Greene

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CHIEF OF REGISTRATIONS
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