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June 9, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50


Re: DeWoody & Associates, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles Of Incorporation and a check for \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,


Donald K. DeWoody Jr.
President

Mailing Address

Donald K. DeWoody, Jr.
DeWoody & Associates, Inc.
1280 Bear Island Drive
West Palm Beach, FL 33409
Phone: (561) 683-0880

JUN 12

FILED
97 JUN 12 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
Of
DeWoody & Associates, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

DeWoody & Associates, Inc.

The principal place of business of this corporation shall be:

803 Lake Avenue
Lake Worth, FL 33460

ARTICLE II - NATURE OF BUSINESS

To engage in purchasing, selling, managing, consulting, and brokerage of both commercial and residential real estate.

The foregoing purpose and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of common stock having no par value.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1280 Bear Island Drive, West Palm Beach, Florida 33409, and the name of the initial registered agent of this corporation at that address is Donald K. DeWoody, Jr.

ARTICLE V - TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the person who is to serve as the initial director is as follows:

Donald K. DeWoody Jr.
1280 Bear Island Drive
West Palm Beach, FL 33409

ARTICLE VII - OFFICERS

The names and addresses of the initial officer of the corporation are:

Donald K. DeWoody Jr.
President/Secretary/Treasure
1280 Bear Island Drive
West Palm Beach, FL 33409

The corporation shall indemnify its Officers and Directors to the maximum extent allowed by law so long as such indemnification does not cause the Corporation's liabilities to exceed its assets.

Except as otherwise provided by law, a director shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the immediately preceding sentence, nothing in this section shall eliminate or limit the liability of a director of the Corporation or its shareholders for monetary damages for and breach of the director's duty of loyalty to the Corporation or to its shareholders, acts or

omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, acts specified in any Section of the Florida Corporation Code, or any transaction from which the director derived an improper personal benefit.

Except as otherwise provided by law, no officer or director shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such officer or director was personally involved in the situation giving rise to the litigation, or unless the officer or director committed a criminal offense. The protection afforded by this section shall not restrict other common law protections and rights that an officer or director may have of affect the elimination of personal liability of a director to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director under the previous paragraph of this section.

ARTICLE VII - INCORPORATOR

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

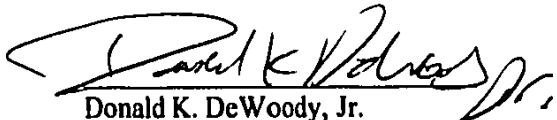
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ARTICLE IX - AMENDMENT and MANAGEMENT

These Articles of Incorporation may be amended, or actions not in the ordinary course of business approved, only by the affirmative vote of a majority of the shares of the corporation at a meeting duly called for such purpose.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of June, 1997,


Donald K. DeWoody, Jr.