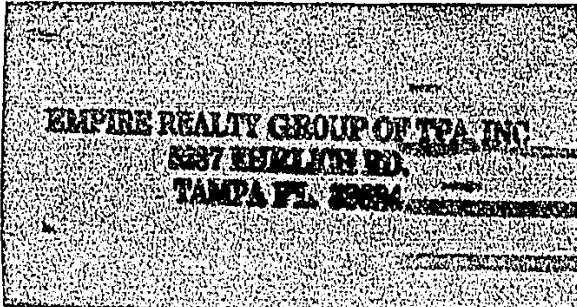


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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P. CHANDLER JUL 30 1997

Examiner's Initials	
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ARTICLES OF INCORPORATION

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

TO SECRETARY OF STATE OF THE STATE OF TALLAHASSEE, FLORIDA

I the undersigned Incorporator, *Wayne C. Rutledge*
5287 Ehrlich Rd.
Florida *33624*

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being legally competent to enter into contracts, for the purpose of forming a corporation.

ARTICLE ONE

The name of this Corporation is: *Empire Realty Associates OF TAMPA INC.*
5287 Ehrlich Rd. Tampa, FL 33624

ARTICLE TWO

The purposes for which this corporation is formed are:

(a) To buy, sell, manage and broker real estate, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(b) To buy, sell, lease, own, manage, operate, mortgage and to otherwise deal with real estate agencies of every kind, nature and character, to conduct and carry on the business of real estate in all of its phases, and to carry on any of the aforesaid operations as principal, agent, manager, lessor, lessee, and owner;

(c) To acquire the goodwill, rights and property and to undertake to acquire the whole or any part of the assets and liabilities of any person, firm association or corporation, to pay for the same in cash, the shares of this corporation, bonds or otherwise, to hold or in any manner dispose of the whole or any part of the property so purchased, to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(d) To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital, bonds, or other evidences of indebtedness created by other corporation, and whole the holders of such shares to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do;

(e) To purchase or otherwise acquire, apply for, register, hold use, sell, or in any manner dispose of and to grant licenses or other rights in, and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights, or otherwise;

(f) To enter into, make and perform contracts of every kind for lawful purposes, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof;

(g) To borrow money for any of the purposes of the corporation, and to draw, make accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable, transferable or nontransferable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance, or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired;

(h) To purchase, hold, sell and transfer the shares of its capital;

(i) To have one or more offices and to conduct any or all of its operations and business and to promote its objects, within or without the State of Florida, without restriction as to place or amount;

(j) To become a member of a general partnership or partnerships, a limited partnership or partnerships, a joint venture or joint ventures, and to enter into general partnership agreements with one or more persons, trusts, partnerships, or corporations for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the directly or indirectly, to promote the interest of this corporation as to enhance the value of its property or business, both within or without the State of Florida;

(k) To carry on any other business in connection therewith; and

(l) To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

(m) The object and purposes specified herein shall be regarded as independent object and purposes and except where otherwise expressed, shall be in no way limited or inference from the terms of any clause or paragraphs of the Articles of Incorporation.

ARTICLE THREE

The aggregate number of shares which the corporation shall have authority to allot is 5000, divided into one class. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

CLASS	SERIES	NUMBER OF SHARES	PAR VALUE
Common		5000	\$1.00/Share
		Total	\$5,000.00

The number and class of shares to be allotted by the corporation before it shall begin business and the consideration to received by the corporation therefor, are;

CLASS OF SHARES	NUMBER OF SHARES	CONSIDERATION TO BE RECEIVED THEREFOR
Common	1000	\$1,000.00

The amount of stated capital with which it will begin business is \$1,000.00, which has been fully paid in.

ARTICLE FOUR

The duration of this corporation is Perpetual

ARTICLE FIVE

The name of its registered office in the State of Florida in the City of Tampa, County of Hillsborough, and the name of its registered agent is Regina Wilton, Attorney, his address is 805 W. Azee St., Tampa, Florida 33606

The number of directors to be elected at the first meeting of the shareholders is one.

ARTICLE SIX

(SIGNATURES OF INCORPORATORS)

Wayne C Rutledge

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

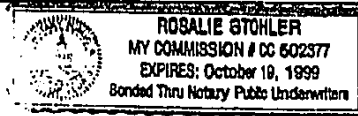
Before me, a Notary Public in and for said County and State on this 25th day of July, 1997, personally appeared Wayne C. Rutledge to me known to be the identical person who executed the foregoing Articles of Incorporation and acknowledge to me that he executed the same of his own free and voluntary act for the uses and purposed therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

PRESENTED FLORIDA DRIVER LICENSE
R 343-813-42-297-0 *2002

Rosalie Stohler
(Notary Public)

My Commission expires _____
(SEAL)_



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

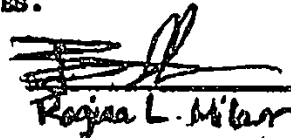
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Empire Realty Associates of Tampa, Inc.
2. The name and address of the registered agent and office is:

Rajana Milan, Attorney
805 W. Azeele St.

Tampa, Florida 33606

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

 - Original Signature
Rajana L. Milan

DATE 7-25-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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