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ROBERT M. PRETSCHNER, P.A.

ATTORNEY AT LAW

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ROBERT M. PRETSCHNER

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September 17, 1997

Florida Department of State
Division of Corporations
P.O. Box 5327
Tallahassee, FL 32314

Re: Judy B. Overton, P.A.

Dear Sir or Madam:

Enclosed please find an original and duplicate original of the Articles of Incorporation of JUDY B. OVERTON, P.A. Please file these articles and return a certified copy to my office.

A check in the amount of \$122.50 is enclosed for the filing fee.

Very truly yours,

Robert M. Pretschner

/rmp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
JUDY B. OVERTON, PROFESSIONAL ASSOCIATION

The undersigned incorporator, who is licensed to practice as a real estate salesperson in the State of Florida, hereby forms a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and does hereby adopt the following Articles of Incorporation:

ARTICLE I
Name of Corporation

The name of this corporation is JUDY B. OVERTON, PROFESSIONAL ASSOCIATION.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of this corporation shall be 2410 Britannia Road, Sarasota, FL 34231.

ARTICLE III
Purpose

The purpose of the corporation is to perform the service of a real estate salesperson. The sole and exclusive professional service to be rendered by the corporation is the service of a real estate salesperson. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law, and may own real and personal

property necessary for the rendering of the professional service authorized hereby.

The principal office and mailing address of this corporation shall be 2410 Britannia Road, Sarasota, FL 34231.

ARTICLE IV Capital Stock

The total number of shares of stock that the corporation is authorized to issue or have outstanding at any one time is One Thousand (1,000) shares. These shares shall be of a single class of common stock, and shall be without par value.

ARTICLE V Duration

The corporation shall have perpetual existence.

ARTICLE VI Registered Agent

The address of this corporation's initial registered office is 22 S. Tuttle Avenue, Suite 4, Sarasota, Florida, and the name of its initial registered agent at said address is Robert M. Pretschner, Esquire.

ARTICLE VII Incorporator

The name and address of the Incorporator is as follows:

Judy B. Overton
2410 Britannia Road
Sarasota, FL 34231

ARTICLE VIII
Board of Directors

The corporation shall have a Board of Directors consisting of one person. The initial Director shall hold office until his successor is elected and qualified as provided in the Bylaws. The number of directors set forth in these articles of incorporation and constituting the initial Board of Directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders. The name and address of the initial Director of this corporation is:

JUDY B. OVERTON

2410 Britannia Road
Sarasota, FL 34231

ARTICLES IX
Bylaws

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a professional Service Corporation.

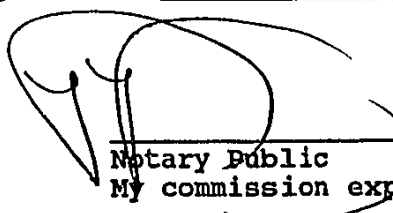
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 10 day of September ~~10~~, 1997.



JUDY B. OVERTON
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10
day of SEPT., 1997 by JUDY B. OVERTON, who is personally
known to me or who has produced _____ as
identification.



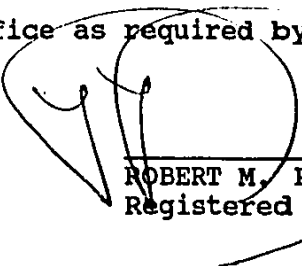
Notary Public
My commission expires:



ROBERT M. PRETSCHNER
COMMISSION # CC565679
EXPIRES JUNE 23, 2000

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designation address) in some conspicuous place in the office as required by law.



ROBERT M. PRETSCHNER
Registered Agent

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TALLAHASSEE, FLORIDA