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LAW OFFICE

MEYER & WATTS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

LARRY K. MEYER, P.A.*
STEPHEN G. WATTS, P.A.

*FLORIDA BAR BOARD CERTIFIED
IN ESTATE PLANNING AND
PROBATE LAW

SEPTEMBER 26, 1997

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611 DRUID ROAD EAST, SUITE 107
P.O. BOX 10213
CLEARWATER, FLORIDA 34617
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Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

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-09/29/97--01170--008
***157.50 ***122.50

RE: HOMEFRONT REALTY, INC./THE TIM LION, INC.

Dear Sir or Madam:

Enclosed you will find an Amendment For a Name Change which we would request that you first file. Secondly, we would ask that you incorporate the new corporation with the Homefront Realty, Inc. name that was just freed up.

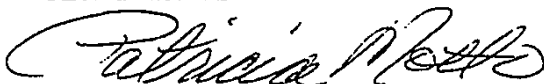
We have enclosed our check in the amount of \$157.50 which represents the \$122.50 for the new filing and the \$35.00 for the name change.

If you need anything further, please do not hesitate contacting this office at your earliest convenience.

Thank you.

Sincerely yours,

MEYER & WATTS



Patricia Motto
Legal Assistant
Enclosures

97 SEP 29 PM 1:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS

bt
9/30

ARTICLES OF INCORPORATION
OF
HOMEFRONT REALTY, INC.

FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
97 SEP 29 PM 1:29

Article I - Name

The name of the corporation is HOMEFRONT REALTY, INC., and the principal office and mailing address is 2548 McMullen Booth Road, Clearwater, Florida 34621.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the following purposes:
the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2548 McMullen Booth Road, Clearwater, Florida 33761, and the name of the initial registered agent of this corporation at that address is Thomas P. Sanders.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Thomas P. Sanders	2548 McMullen Booth Road
	Clearwater, FL 33761

Article VII - Incorporator


The name and address of the person signing these Articles is:

Thomas P. Sanders	2548 McMullen Booth Road
	Clearwater, FL 33761

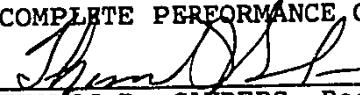
Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of Sept, 1997.


THOMAS P. SANDERS

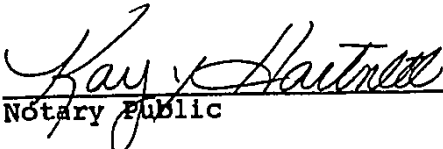
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


THOMAS P. SANDERS, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgment in the State and County set forth above, personally appeared THOMAS P. SANDERS, who is personally known to me or who produced Personally Known as identification and who is known to me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal this 26 day of Sept., 1997.


Notary Public

My commission expires:

