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FRANK S. STEWART
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Telephone (813) 247-5056

September 16, 1997

State of Florida
Division of Corporations
P. O. Box 6377
Tallahassee, FL 32314

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-10/01/97--01048--014
*****70.00 *****70.00

Re: Articles of Incorporation
LOU-ANN REALTY, INC.

Dear Madam or Sir:

Enclosed herewith you will find the original and one (2) copies of the proposed Articles of Incorporation for LOU-ANN REALTY, INC., to be filed with your office.

I am also enclosing herewith my trust account check #2646, in the amount of \$70.00, representing the filing fee for same. Please file and register said corporation with your office.

If there are any questions regarding this matter, kindly feel free to contact my office.

Sincerely,


FRANK S. STEWART

FSS/ej
encls. as stated

Dmc
10/3/97

FILED
97 OCT - 1 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LOU-ANN REALTY, INC.

FILED
97 OCT -1 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the state providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation is LOU-ANN REALTY, INC., hereinafter referred to as "Corporation".

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 617 Florida Statutes.

ARTICLE IV

This corporation is authorized to issue One (1) share of common stock, each having a par value of Ten Thousand (\$10,000.00) Dollars.

ARTICLE V

The amount of Capital with which this Corporation shall begin business is Ten Thousand (\$10,000.00) Dollars.

ARTICLE VI

The initial place of business of this Corporation shall be located at 3562 N. 29th Street, Tampa, Florida 33605.

The stock holders from time to time may designate such other address and place for the principal office of this Corporation as they see fit.

ARTICLE VII

This Corporation shall have one (1) director initially. The subscriber of this Corporation shall act as the Board of Directors, electing the President and CEO, to conduct the day to day business of the Corporation. The number shall be fixed by the bylaws and may be changed from time to time.

ARTICLE VIII

The name and address of each member of the first board of directors who will serve the first year is as follows:

LOUIS GILMORE
6005 Fairway Palms Ct.
Tampa, FL 33647

PRESIDENT/CEO

ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation, the number of shares of stock held, and the value of the consideration thereof, is as follows:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
LOUIS GILMORE 6005 Fairway Palms Ct. Tampa, FL 33647	1	\$10,000.00

ARTICLE X

The name and address of the Resident Agent in charge of the Corporation's principal office is FRANK S. STEWART, ESQUIRE, 3560 N. 29th Street, Tampa, Florida 33605.

ARTICLE XI

In case of the death of a stock-holder, the value of his or her shares, as of the time of his or her death, may be paid to his or her legal heirs, or the legal heirs may hold such stock without voting rights, or any privileges of the corporation except those rights of the ownership of the stock.

ARTICLE XII

The Corporation shall have first option on the purchase of any stock offered for sale, and shall pay current value for such stock.

ARTICLE XIII

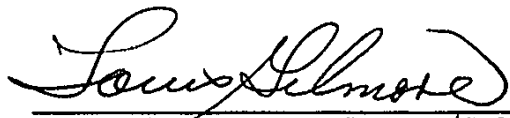
These Articles of Incorporation shall be effective on the date these Articles are filed with the Secretary of State as shown by the Certificate of Incorporation issued by the Secretary of State.

ARTICLE XIV

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are

subject to this reservation.

IN WITNESS WHEREOF, I the undersigned Officer of the Corporation, do hereby execute these Articles of Incorporation and certify the truth to the facts herein stated, this 25th day of Sept., 1997.


LOUIS GILMORE, PRESIDENT/CEO (SEAL)

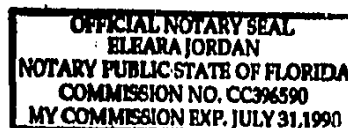
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared the above named person, the above incorporator, and acknowledge the execution of the foregoing Articles of Incorporation, this 25th day of Sept., 1997.


NOTARY PUBLIC, State of Florida

Eleana Jordan
Typed or Printed Name of Notary

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING RESIDENT AGENT

FILED

97 OCT -1 AM 8:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That LOU-ANN REALTY, INC., desiring to organize under the laws of the State of Florida with its mailing address as indicated in the Articles of Incorporation in the City of Tampa, Hillsborough County, Florida, has named **FRANK S. STEWART**, located at 3560 N. 29th Street, Tampa, Florida 33605, as its agent to accept service of process within this State.

ACKNOWLEDGE

Having been named to accept service of 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.

By: 

FRANK S. STEWART, ESQUIRE