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TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001
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CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: 5-DAY SALE REALTY, INC.
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TALLAHASSEE, FLORIDA

P. 01-14-97
OCT 15 1997

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ARTICLES OF INCORPORATION

OF

5-DAY SALE REALTY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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The undersigned, for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations, hereby adopts the following articles of incorporation:

ARTICLE I

The name of the Corporation shall be: 5-DAY SALE REALTY, INC. Its principal place of business shall be located at 1440 Coral Ridge Drive, Suite 322, Coral Springs, Florida 33071, or at such other points or places in the State of Florida, the United States of America, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: to do any and all activities or business in connection with the sale of real estate permitted under the laws of the United States of America and of this

Prepared By:
F. Austin White, Esq.
WHITE & FLAM, P.A.
2848 University Drive
Suite A, Second Floor
Coral Springs, Florida 33065
Florida Bar No. 222089
Telephone Number: (954) 753-9333

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State, as fully and to the same extent as natural persons might or could do, or to do anything that may lawfully be done by a corporation pursuant to Chapter 607, Florida Statutes.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value. The capital stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator or the Director(s) at a meeting called for such purpose.

ARTICLE IV

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors of not less than One (1) Director; the exact number of Directors may be set by the By-Laws (when enacted) of this Corporation. Directors need not be stockholders.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

Loren Kellock
1440 Coral Ridge Drive
Suite 322
Coral Springs, Florida 33071

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ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII

The offices to be held by the named Director(s) are as follows:

PRESIDENT AND SECRETARY: Loren Kellock

ARTICLE IX

The names and post office address of each incorporator of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Loren Kellock	1440 Coral Ridge Drive Suite 322 Coral Springs, FL 33071	1,000	\$1,000.00

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

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ARTICLE X

The name and address of the initial registered agent(s) is:

Michael R. Flam, Esq.
WHITE & FLAM, P.A.
2848 University Drive
Suite A, Second Floor
Coral Springs, Fl. 33065

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XI

Each Director and officer of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claims or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expenses incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

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ARTICLE XII

The Bylaws of the Corporation shall be made, altered or rescinded by majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten (10) days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

ARTICLE XIII

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence of a court ruling that such stockholder, director and/or officer did commit willful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

ARTICLE XIV

The provisions of these Articles, and each and every section hereof, and the Bylaws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this provision.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of
October, 1997.

Incorporator:

Loren Kellock
Loren Kellock

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14th day of October,
1997, by Loren Kellock, who is personally known to me or who has produced her Florida
driver's license as identification.

Michael R. Flam

Name: _____
NOTARY PUBLIC
My Commission Expires: _____
Commission Number: _____
(Notary Seal)

OFFICIAL NOTARY SEAL
MICHAEL R FLAM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC18721
MY COMMISSION EXP. JUNE 27, 1998

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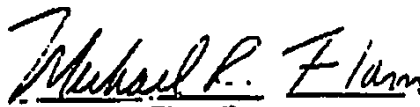
CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

5-DAY SALE REALTY, INC., a Florida corporation, with its principal office in Broward County, Florida, has appointed MICHAEL R. FLAM, ESQ. as its registered agent to accept service of process within this State at:

White & Flam, P.A.
2848 University Drive
Suite A, Second Floor
Coral Springs, Florida 33065

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby state that I am familiar with and accept the obligations of that position and agree to comply with the provision of Section 48.091, Florida Statutes, relative to keeping open said office.


Michael R. Flam, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA

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