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October 17, 1997

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: R.E.C. Property Developer's, Inc.

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****122.50 ****122.50

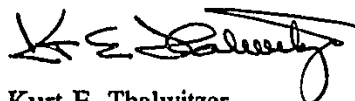
Dear Sir/Madame:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50, representing the following:

1.	Filing Fee	\$ 35.00
2.	Designation of Registered Agent	35.00
3.	Certified Copy of Articles	<u>52.50</u>
		\$122.50

Please return the certified copy to my attention.

Very truly yours,



Kurt E. Thalwitzer

FILED
97 OCT 22 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

DNC
10-23-97

**ARTICLES OF INCORPORATION
OF
R.E.C. PROPERTY DEVELOPER'S, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is R.E. C. Property Developer's, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 3460 Tucker Avenue, St. Cloud, Florida 34772. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson Street, Suite 600, Two Landmark Center, Orlando, Florida 32801 and the name of the Corporation's initial registered agent to receive service of process is Mateer & Harbert, P.A.

ARTICLE V

The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws.

The name(s) and address(es) of the Directors are:

<u>Name</u>	<u>Address</u>
Robert Perry	3460 Tucker Avenue St. Cloud, Florida 34772
Ed Leinster	9646 Kilgore Street Orlando, Florida 32819
Chris Ludwig	2831 E. Irlo Bronson Highway Kissimmee, Florida 34744

ARTICLE VI

The name and address of the incorporator is Kurt E. Thalwitzer, address of incorporator Mateer & Harbert, P.A., P.O. Box 2854, Orlando, Florida 32802.

ARTICLE VII

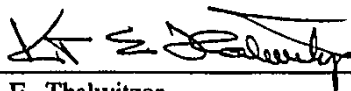
It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon

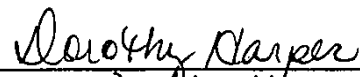
any transferee or successor of any party to such agreement.

DATED: October 17, 1997.


Kurt E. Thalwitzer

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on October 17, 1997,
by Kurt E. Thalwitzer, as Incorporator of R.E.C. Property Developer's, Inc.
a Florida corporation, on behalf of the corporation. He/she is personally known to me or has
produced personally known
_____ (type of identification) as identification and did (did not) take an oath.


Name: Dorothy Harper
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



Dorothy Harper
MY COMMISSION # CC572555 EXPIRES
November 8, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED


FILED
97 OCT 22 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That R.E.C. Property Developer's, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 3460 Tucker Avenue, St. Cloud, Osceola County, State of Florida, has named Mateer & Harbert, P.A. as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.


Kurt E. Thalwitzer, Mateer & Harbert, P.A.
(Registered Agent)