

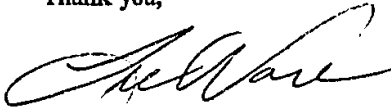
October 13, 1997

P97000092128

To Whom it May Concern:

I am enclosing \$122.50. Please handle as expediently as possible and mail back to P.O. Box 270253,
Tampa, FL 33688-0253.

Thank you,



Lee Ware

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3: 08

W97-23753
10/27



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1997

LEE WARE
P.O. BOX 270253
TAMPA, FL 33688-0253

SUBJECT: FORTUNE REAL ESTATE, INC.
Ref. Number: W97000023753

We have received your document for FORTUNE REAL ESTATE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 797A00050851

ARTICLES OF INCORPORATION
OF
FORTUNE REAL ESTATE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:08

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation in accordance with the provisions of Chapter 607, Florida Statutes, as amended from time to time by the Legislature of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be FORTUNE REAL ESTATE, INC.

ARTICLE II

Duration

The term of existence of the corporation is perpetual.

ARTICLE III

Purpose

The general nature of business, objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could, viz:

To purchase, lease, own or otherwise acquire real estate, and to mortgage and encumber the same; to erect, manage, care for, maintain, and extend and alter buildings thereon; to sell, contract for the sale and to convey real estate and interest therein; to borrow and lend money and to negotiate loans; to draw acceptances, endorse, discount and delivery bills of exchange, promissory notes,

bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to subscribe for, take, acquire, hold, exchange and deal in stocks, bonds, shares, obligations or securities of any government or authority, individual or corporation; to act as agents or brokers in the purchase and sale of any and all kinds of property, real or personal, and to charge and receive commissions therefore, and generally to make and perform contracts of any kind and description; to execute deeds of conveyance, assignments, lease and release and extend and to receive any contracts or assignments of contracts therefore or relating thereto or connected therewith; to mortgage, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, deliver or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every class and description wherever situate; and to act as agent, factor or commission merchant in the purchase and sale of goods, wares, merchandise and personal property of any kind and every class and nature whatsoever herein set out, by or through agents and/or subsidiary corporations; to develop and to do contracting and construct construction through the State of Florida and to do any and all things therein set forth to the same extent as natural persons might or could do as principals or agents, or otherwise, and generally to execute such powers as may be vested in or incident to the business of a corporation under the laws of the State of Florida.

The enumeration of the special powers herein set forth shall not be considered as a limitation upon the powers of this corporation, but in addition thereto, said corporation shall have all the powers authorized and usually granted to corporations organized under the laws of the State of Florida.

ARTICLE IV

Corporate Stock

The aggregate number of share which this corporation is authorized to have outstanding at any time is 100 shares, which shall all be common stock and shall have a par value of \$1.00 per share.

ARTICLE V

Initial Registered Agent

The initial registered agent of this corporation shall be Shetikee L.M. Ware, whose address is 2803 W. Sligh Avenue, #512, Tampa, Florida 33614, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

Initial Registered Office

The initial PRINCIPAL office of this corporation shall be 1445 W. Busch Boulevard, Tampa, County of Hillsborough, Florida 33612, provided the corporation shall have the power to conduct its business anywhere within the state of Florida.

ARTICLE VII

Powers and Authority of Directors

The Directors shall have the power to hold their meetings and to have one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such places or places as from time to time may be designated by the by-laws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporations and one or more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, have a financial interest, shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the board or committees thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors of the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director or Directors; or
- (b) The material facts as to his interest and to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders; or
- (c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Stockholders.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE VIII

Pre-emptive Rights Granted

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares

of the common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation.

ARTICLE IX

Initial Board of Directors

FORTUNE REAL ESTATE, INC. shall be managed by a Board of Directors. This corporation shall be managed by a Board of one (1) Director initially. The number of directors may be either increased or decreased or diminished from time to time by the By-Laws but shall never be less than one and the name and address of each Director is:

Director

Address

Lee Ware

1445 W. Busch Boulevard, Tampa, Florida 33612

ARTICLE X

Indemnification

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII

Officers as Directors

All Officers of this corporation may be Directors.

ARTICLE XIII

Officers

The following named person shall act as officer of this corporation, until their successors have been chosen and duly qualified.

Lee Ware	PRESIDENT
Lee Ware	VICE-PRESIDENT
Lee Ware	SECRETARY
Lee Ware	TREASURER

ARTICLE XIV

Incorporator

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

Lee Ware 1445 W. Busch Boulevard, Tampa, Florida 33612

ARTICLE XV

Action Without Meeting

Any action by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE XVI

Rights of Share of Stock

The preferences, limitations, and relative rights of the shares of stock shall be as follows:

- (a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, common stock shall have a right to a share of the assets available

to the common stockholders. This is subject to any obligation to any senior security or debtholder. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets or any purchase of redemption of shares of the corporation shall not be regarded as a "liquidation, dissolution or winding up" within the meaning of this paragraph.

(b) The Board of Directors shall determine the amount of earnings and profits which is to be quarterly/annually distributed at their discretion in the form of dividends to the Shareholders.

(c) Any corporate action upon which a vote of Stockholders is required or permitted may be taken without a meeting or vote of the Stockholders with the written consent of Stockholders.

ARTICLE XVII

Assignment of Stock

The original incorporators of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of October, 1997.



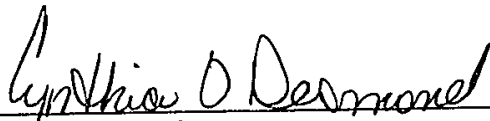
LEE WARE, INCORPORATOR

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

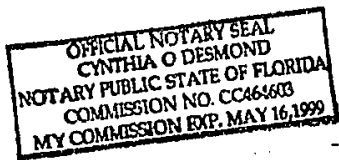
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LEE WARE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she has acknowledged to me each executed these Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid this 13 day of October, 1997.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

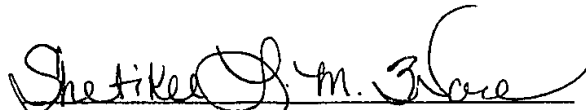
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 27 PM 3:08

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act:

FORTUNE REAL ESTATE, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation, at the City of Tampa, County of Hillsborough, State of Florida has named Shetikee L.M. Ware its Registered 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 the foregoing Articles of Incorporation, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



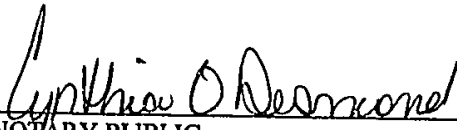
SHETIKEE L.M. WARE

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Shetikee L.M. Ware, who, after being duly sworn, deposes and says that she is the person referred to in the foregoing Articles of Incorporation and that she has read same and that the matters contained herein are true and correct.

SWORN TO AND SUBSCRIBED before me this 13 day of October,
1997.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

