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LAW OFFICES

MARTIN & MARTIN

A PROFESSIONAL ASSOCIATION

200 LAKE MORTON DRIVE
SUITE 300
LAKELAND, FLORIDA 33801
941-688-7611

MAILING ADDRESS
POST OFFICE BOX 117
LAKELAND, FLORIDA 33802

TELECOPIER: 941-688-7329

November 25, 1997

Department of State
Division of Corporations
Bureau of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Greetings:

RE: Sandy Sells, Inc.

Herewith Articles of Incorporation for filing along with our check for \$122.50; which includes \$35.00 for filing fee, \$52.50 for certified copy and \$35.00 for agent fee.

Please certify the enclosed copy and return to our office.

Thank you.

Yours very truly,


E. Snow Martin, Jr.

ESMjr/dra

Enclosures

FILED
97 DEC - 11 AM 9:54
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
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****122.50 ****122.50

CB
12-3-97

ARTICLES OF INCORPORATION

OF

SANDY SELLS, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

FILED
97 DEC - 1 11 AM 954
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: SANDY SELLS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
Apartment A, 419 Duchess Court, Lakeland, Florida, 33803.

ARTICLE III PURPOSE

The general nature of the business or businesses to be transacted by this Corporation, together with and in addition to those powers conferred by the laws of Florida and the United States of America and the principles of common law upon corporations organized under and by virtue of the laws of Florida, is the following, viz:

To engage in a general real estate brokerage of every type and description.

To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to improve the property of the Corporation, and to sell, lease, mortgage and pledge or otherwise dispose of the lands, tenements, hereditaments or other property of the Corporation; to construct, erect, equip, repair and improve houses, buildings, public or private roads and all appurtenances and equipment necessary thereto or connected therewith;

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer or in any manner whatever, to dispose of real property within or without the State of Florida, wherever situated;

To manufacture, purchase or otherwise acquire in any lawful manner and to hold, own,

mortgage, pledge or otherwise to give liens against, lease, sell, assign, transfer, or in any manner dispose of, deal in and trade with and invest in goods, wares and merchandise and property of any kind and class, both within the State of Florida and without said State;

To negotiate, purchase, hold and transfer title to both tangible and intangible personal property, both for itself and as agent for others; and to collect commissions, fees or other remuneration in connection therewith;

To manufacture, sell and distribute any articles which the Board of Directors or Stockholders of this Corporation sees fit to manufacture, sell or distribute, and to operate maintenance and repair business in connection with or related thereto;

To acquire the good will, rights and property, and the whole, or any part of the assets, tangible and intangible, of any person, firm or corporation; and to undertake and assume the liabilities of any person, firm or corporation; to pay for the good will, rights, property and assets in cash, stock of this Corporation, bonds or otherwise, or by undertaking the whole, or any part, of the liabilities of the transferred; to hold, or in any manner dispose of, the whole, or any part, of the property so purchased; to conduct in any lawful manner the whole, or any part, of such business so acquired; and to exercise all powers necessary or convenient in and about the conduct and management of the acquired business.

To undertake and carry out the incorporation, consolidation, organization, reorganization, reconstruction, administration, liquidation, financing or financial readjustment of any corporation formed, or to be formed, or of any undertaking, business, affairs or interest, and to transact any business necessary or incidental thereto;

To apply for, purchase, register, or in any manner to acquire and hold, own, use, operate and introduce, sell, lease, assign, pledge or in any manner dispose of, or otherwise deal with patents, patent rights, licenses, copyrights, trademarks, trade names; and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands, or other rights, and to work, operate, or develop them, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipality, body politic, territory, state,

government, or any dependency thereof;

To borrow money, issue notes, bonds, debentures, or other obligations or evidences of indebtedness, whether secured by mortgages, pledges or otherwise, without limit as to the amount for the purpose of the business; and to secure the same by mortgages, pledges or otherwise;

To join or enter into partnership agreements, cooperative agreements or agreements for a joint enterprise, with any person, firms, associations or corporations, and to engage in and carry on any business as a partner in a partnership that the Corporation is authorized to engage in;

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment hereof or necessary or incidental to the protection and benefit of the Corporation, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, and to perform any other act or thing which may tend to promote the interest of this Corporation and is not forbidden by law to the same extent as natural persons might or could do, and the foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock of the Corporation that may be issued is 10,000 consisting of (1000) voting common shares with one dollar (\$1.00) par value per share.

ARTICLE V INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Sandy K. Harper	Apartment A, 419 Duchess Court Lakeland, Florida 33803
Kelly G. Melton	Apartment A, 419 Duchess Court Lakeland, Florida 33803

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

E. Snow Martin, Jr.	200 Lake Morton Drive Lakeland, Florida 33801
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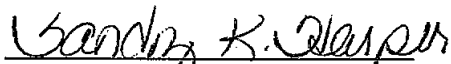
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation:

Sandy K. Harper	Apartment A, 419 Duchess Court Lakeland, Florida 33803
Kelly G. Melton	Apartment A, 419 Duchess Court Lakeland, Florida 33803

The undersigned executed these Articles of Incorporation this 17 day of November, 1997.


 SANDY K. HARPER, Incorporator


 KELLY G. MELTON, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

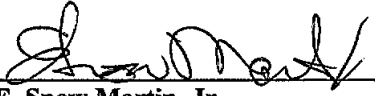
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Sandy Sells, Inc.

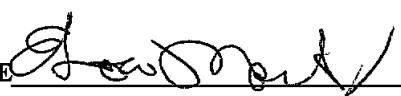
2. The name and address of the registered agent and office is:

E. Snow Martin, Jr.

200 Lake Morton Drive
Lakeland, Florida 33803

SIGNATURE 
E. Snow Martin, Jr.
TITLE _____
DATE 11-25-97

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

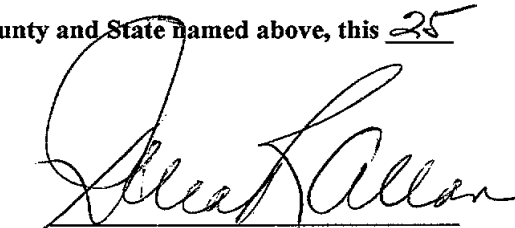
SIGNATURE 
DATE 11-25-97

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared SANDY K. HARPER AND KELLY G. MELTON, to me known to be the person described as Incorporators and who executed the foregoing Articles of Incorporation and acknowledged before me they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 25 day of November, 1997.

(SEAL)


NOTARY PUBLIC
My commission expires:

FILED
97 DEC - 1 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA