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December 5, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: BLUE DOLPHIN REALTY, INC.

400002366504--1
-12/09/97--01030--003
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$.70.00, representing the fee for filing. Please stamp the copy with the filing date and return it to this address.

Thank you for your assistance in this matter.

Sincerely,



Robert J. Locker
Incorporator/Attorney at Law

Enc.

FILED
97 DEC -9 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bor
12/10/97

ARTICLES OF INCORPORATION

ARTICLE I. CORPORATE NAME.

The name of this corporation is BLUE DOLPHIN REALTY, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 17652 TAYLOR DRIVE, FORT MYERS, FLORIDA 33908

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are LISA GONDOS, 17652 TAYLOR DRIVE, FORT MYERS, FLORIDA 33908.

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation are ROBERT J. LOCKER, 1429 COLONIAL BLVD., SUITE 203, FORT MYERS, FLORIDA 33907

The undersigned has executed these articles of incorporation on DECEMBER 5, 1997.

Robert J. Locker - Incorporator Signature/Title
Robert Locker

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SOUTH FLORIDA
TALLAHASSEE, FLORIDA

Designation and Acceptance of Registered Agent

Designation

Pursuant to the provisions of F.S. 607.0501, 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.

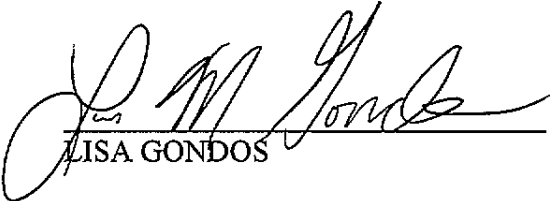
The name of the corporation is BLUE DOLPHIN REALTY, INC.

The name of the registered agent is LISA GONDOS

The address of the registered agent/registered office is 17652 TAYLOR DRIVE, FORT MYERS, FLORIDA 33908.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


LISA GONDOS

Dated: 12-05-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA