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PETER A. ALTMAN, C.P.A., P.A.  
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December 8, 1997

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

300002366983--8  
-12/09/97--01067--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: RE/MAX BAY POINT, INC.

Dear Sir/Madame:

Enclosed, please find a check in the amount of \$78.75 for Articles of Incorporation for the above listed client. The Articles were sent today by regular mail to the P.O. Box but the check was not included in the envelope. I apologize for my error. Please make sure that the check gets applied to RE/MAX Bay Point, Inc. I have included a copy of the Articles of Incorporation for your convenience. Thank you very much for your assistance in this matter.

Sincerely,

Bonnie Smith  
Staff Accountant

/bks

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 AM 11:36

12-10-97  
W.S.

FILE COPY

TRANSMITTAL LETTER

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

SUBJECT: RE/MAX BAY POINT, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 78.75

Filing Fee &  
Certificate

FROM: CHARLES LUDINGTON  
Name (printed or typed)  
12939 PEBBLE BEACH CIRCLE  
Address  
BAYONET POINT, FL 34667  
City, State & Zip  
813-863-2402  
Daytime Telephone Number

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 AM 11:36

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

ARTICLE I NAME

The name of the corporation shall be:

RE/MAX BAY POINT, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7031 S.R. 52  
BAYONET POINT, FL 34667

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CHARLES LUDINGTON  
12939 PEBBLE BEACH CIRCLE  
BAYONET POINT, FL 34667

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

CHARLES LUDINGTON  
12939 PEBBLE BEACH CIRCLE  
BAYONET POINT, FL 34667

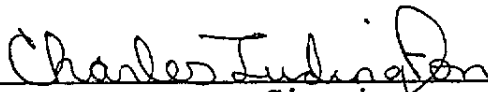
ARTICLE VI INITIAL OFFICERS & DIRECTORS

The name(s) and street address(es) of the original director(s) and officer(s) is(are):

CHARLES LUDINGTON - PRESIDENT, TREASURER  
NANCY LUDINGTON - VICE-PRESIDENT, SECRETARY  
12939 PEBBLE BEACH CIRCLE  
BAYONET POINT, FL 34667

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

DECEMBER day of EIGHTH, 19 97.

  
\_\_\_\_\_  
Signature

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: RE/MAX BAY POINT, INC.

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

CHARLES LUDINGTON

(Name)

12939 PEBBLE BEACH CIRCLE

(P.O. Box not acceptable)

BAYONET POINT, FL 34667

(City/State/Zip)

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DIVISION OF CORPORATIONS  
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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.

Charles Ludington  
Signature

12.8.97  
Date