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Gerald Holloway
8200 So. Magnolia Avenue
Ocala, FL 34476
Phone 352-237-4883

December 16, 1997

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

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*****122.50 *****122.50

Enclosed please find an original and one copy of Articles of Incorporation for Holloway Realty, Inc. plus a check in the amount of \$122.50. Please file this corporation and return a certified copy to me.

Thank you for your attention to this filing.

Sincerely,


Gerald Holloway

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ARTICLES OF INCORPORATION

OF **Holloway Realty, Inc.**

The undersigned subscribes to these Articles of Incorporation, being a natural person, competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation is:

Holloway Realty, Inc.

ARTICLE II NATURE OF BUSINESS

The general nature of the business and the 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 do, is:

(A) To set up a real estate office for the purpose of listing and selling real estate for clients and all other matters pertaining to this type business.

(B) To act as agent to bring together two or more parties for the purpose of effecting a sale of, or interest in, real estate for the parties and to secure a payment for such services. Additionally, to procure sellers, buyers, lessors or lessees of business enterprises, business opportunities, or real property. To advertise rental property information or sell lists of property for rent.

(C) To direct or help to find prospective buyers or sellers or to negotiate or close any transaction that does or could result in a sale or leasing of real property.

(D) To borrow money and contract debts when necessary in the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in lawful manner.

(E) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real in this state.

(F) To do any and all things, necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto and in general to carry on any lawful business necessary to the attainment of the objects of the corporation and the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to the exclusive, but all other lawful powers conferred by the statutes of the state of Florida are hereby included.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, no par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin is Five Hundred (\$500.00) Dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI ADDRESS

The initial street address of the principal office of the corporation in the State of Florida, is 8200 South Magnolia Avenue, Ocala, FL 34476. The Board of Directories may from time to time move the principal office to any other address in Florida.

ARTICLE VII DIRECTORS

The corporation shall have not less than one nor more than nine directors, initially. The number of directors may be increased or diminished from time to time, by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:
GERALD HOLLOWAY, 8200 South Magnolia Avenue, Ocala, FL 34476

ARTICLE IX SUBSCRIBERS

The name and street addresses of subscriber of these Articles of Incorporation is:
GERALD HOLLOWAY, 8200 South Magnolia Avenue, Ocala, FL 34476

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by 100% of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation has been made.

The directors of the corporation shall have the power to make or amend the by-laws and to fix any amount to be reserved for working capital.

The private property of the stockholder shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness or such members of the corporation.

ARTICLE XI

The stockholders of this corporation may divide themselves for the purpose of obtaining unit control in the corporation, and when any agreement is made between stockholders owning at least seventy five (75%) percent of the stock, such agreement shall be binding upon the corporation, be and shall be observed by the officers and agents of the company. The stockholders are authorized to include in such agreements entered into between themselves provision which will confer upon individual groups the power to elect certain numbers of directors, and, in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement, to-wit:

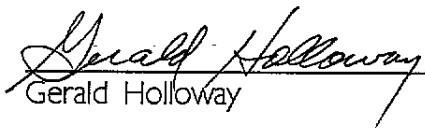
- (1) The manner and method in which the persons by whom directors may be elected;
- (2) Any limitation upon the transferability of assignment of the stock;
- (3) The conferring of preemptive rights of purchase upon stockholders;
- (4) Any matter relating to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the corporation until there is filed with each office of the corporation a written instrument signed by the persons who originally created such stockholders' agreement (or their successors in ownership) consenting to the revocation and cancellation of the agreements among the stockholders.

ARTICLE XII ELECTION FOR TAX PURPOSES

At the election of the officers of this corporation, this corporation may be qualified as a Sub Chapter S corporation pursuant to the laws of the United States and the Internal Revenue Service.


IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock herein named, for the purpose of forming a corporation to do business within the state of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares herein set forth, and hereunto set our hands and seals this 16TH day of December, 1997.

 (SEAL)
Gerald Holloway

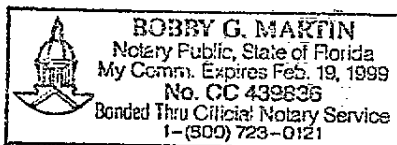
STATE OF FLORIDA
COUNTY OF MARION

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 GERALD HOLLOWAY, to me known to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Ocala, Marion County, Florida, this 16TH day of December, 1997.


Notary Public, State of Florida
PERSONALLY KNOWN

My commission expires:



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

GERALD HOLLOWAY, 8200 South Magnolia Avenue, Ocala, FL 34476

IN PURSUANCE OF CHAPTER 48.091 FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST--That HOLLOWAY REALTY, INC.

desiring to organize under the laws of the State of Florida, with its principal office, in the
County of Marion, State of Florida, has named

GERALD HOLLOWAY, 8200 South Magnolia Avenue, Ocala, FL 34476

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 place designated in the certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said act relative to being available for process.

By:

Gerald Holloway
Gerald Holloway

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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