

Al A. Cheneler, P.A.

Attorney at Law
Board Certified Real Estate Specialist
Board Certified Public Accountant

2265 Lee Road, Suite 125
Winter Park, Florida 32789

(407) 628-2804
Fax 628-4853

January 6, 1998

Attorneys' Title Insurance Fund
660 E. Jefferson Street
Suite 200
Tallahassee, Fl 32301

RE: Steven Mark Wheeler, P.A.

For the above-referenced corporation, enclosed please find the following:

1. The original signed Articles of Incorporation;
2. A copy of the Articles of Incorporation;
3. A check in the amount of \$122.50 made payable to the Secretary of State; and
4. A check in the amount of \$10.00 made payable to Attorneys' Title Insurance Fund.

The enclosed check to the Secretary of State will cover the following fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Total: \$122.50

Please return the certified copy of the Articles of Incorporation to this office via your Orlando branch office.

Thank you for your prompt attention to this matter.

Sincerely,

Al A. Cheneler
Enclosures

FILED
98 JAN -7 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

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DIVISION OF CORPORATION

FILED
98 JAN -7 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STEVEN MARK WHEELER, P.A.

I, the undersigned Incorporator, for the purpose of forming a professional service corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

STEVEN MARK WHEELER, P.A.

The principal place of business of this corporation shall be 995 State Road 434, Suite 305, Altamonte Springs, Florida 32714 with a mailing address of P. O. Box 917351, Longwood, Florida 32791.

ARTICLE II

This Corporation is organized for the purpose of engaging in the practice of Real Estate Sales Agent and to engage in any activity permitted under the laws of the United States and the State of Florida. The professional services involved in the Corporation practice of Real Estate Sales Agent may be rendered only through its officers, agents, and employees, who shall be duly authorized and licensed to practice Real Estate Sales Agent in the State of Florida.

This Corporation shall also do everything necessary and proper in accomplishing the purposes set forth above and do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share. Shares of the Corporation's stock shall be issued only to the individuals licensed to practice Real Estate Sales Agent in the State of Florida.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of the corporation is 995 State Road 434, Suite 305, Altamonte Springs, Florida 32714 with a mailing address of P. O. Box 917351 Longwood, Florida 32791, and the name of the initial registered agent is Steven M. Wheeler.

ARTICLE VI

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Steven M. Wheeler

P. O. Box 917351
Longwood, Florida 32791

ARTICLE VII

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

Al A. Cheneler, Esquire
2265 Lee Road
Suite 125
Winter Park, Florida 32789

ARTICLE VIII

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Steven M. Wheeler

P. O. Box 917351
Longwood, Florida 32791

ARTICLE IX

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

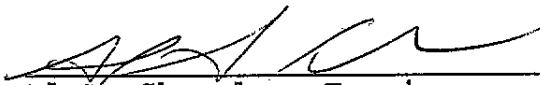
ARTICLE X

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.


I, the Incorporator of this Corporation, have executed these Articles of Incorporation on this 6th day of January, 1998.

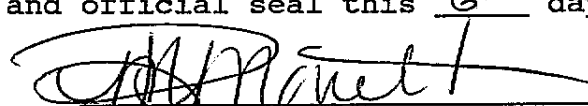

Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared AL A. CHENELE, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed who produced a drivers license as identification and who did take an oath.

WITNESS my hand and official seal this 6th day of January, 1998.

 Melissa Rene Monett
My Commission CC652253
Expires June 03, 2001



Notary Public, State of Florida
My Commission Expires:

DESIGNATION OF REGISTERED AGENT

STEVEN MARK WHEELER, P.A. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Winter Park, Florida, had and does by these presents name Steven M. Wheeler as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office. DATED this 6 day of January, 1998.


Steven M. Wheeler

98 JAN 7 PM 4:08
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE