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Please respond to:
Heathrow

February 2, 1998

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

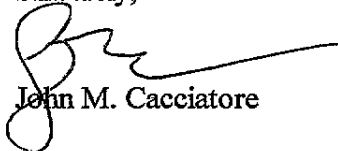
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1-28-98

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*****78.75 *****78.75


Reference: **HULL & ASSOCIATES, REALTY, INC.**

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. I have also enclosed a check in the amount of \$78.75 to cover the filing fee and a certificate.

Sincerely,


John M. Cacciatore

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 AM 11:07

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT Auto. I
DATE 2/5/98
DOC. EXAM Louis Brown

D. BROWN FEB - 5 1998

EFFECTIVE DATE
1-38-98

ARTICLES OF INCORPORATION
OF
HULL & ASSOCIATES REALTY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 AM 11:07

ARTICLE I. CORPORATE NAME

The name of this corporation is HULL & ASSOCIATES REALTY, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 120 International Parkway, Suite 220, Heathrow, Florida, 32746.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by this Corporation and its purpose are: to engage in the real estate sales, consultation, property management and any other business activity permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on January 28, 1998.

ARTICLE V. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are John M. Cacciatore, Esquire, 120 International Parkway, Suite 220 Heathrow, FL 32746.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Name	Address
Deborah K. Hull	120 International Parkway, Suite 220 Heathrow, FL 32746

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation are

Name	Address
Deborah K. Hull	120 International Parkway, Suite 220 Heathrow, FL 32746

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 stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

This corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

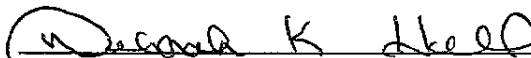
In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation; so that this corporation shall have the power to

conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes, but he shall have no other voting right.

ARTICLE XI. BY-LAWS

The initial By-laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-laws or adopt new By-laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

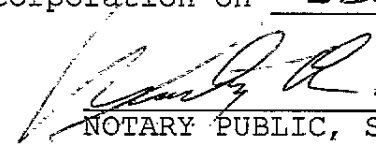
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on Jan. 6, 1998.


Deborah K. Hull

STATE OF FLORIDA)

County of Sevier) ss.: 261.08.9042

BEFORE ME, the undersigned authority, personally appeared Deborah K. Hull to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on JAN 6, 1998.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: _____



Anthony W Rossi
My Commission CC584028
Expires Sep. 10, 2000


CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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.

1. The name of the corporation is: **HULL & ASSOCIATES REALTY, INC.**
2. The name and address of the registered agent and office is: ———

**John M. Cacciatore, Esquire,
120 International Parkway, Suite 220
Heathrow, FL 32746.**

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.


John M. Cacciatore, Esquire,
120 International Parkway,
Suite 220 Heathrow, FL 32746

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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