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BRUCE C. CRAWFORD
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February 26, 1998

Secretary of State
Corporation Division
The Capitol
Tallahassee, FL 32304

RE: Corporate Real Estate Management, Inc.

Gentlemen:

I enclose check in the amount of \$122.50 and original and one copy of the Articles of Incorporation of Corporate Real Estate Management, Inc.

I would appreciate your acknowledgement of this filing at your earliest convenience and thank you for your assistance.

Sincerely,

J. Bradford Hines
J. Bradford Hines

JBH:ms
Enclosures

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-03/02/98-01147-013
****122.50 ****122.50

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98 MAR -2 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CORPORATE REAL ESTATE MANAGEMENT, INC.

FILED

98 MAR -2 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRADFORD HINES, the undersigned incorporator, hereby makes, subscribes and acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be **CORPORATE REAL ESTATE MANAGEMENT, INC.**

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSE

As principal, agent, or broker, and on commission or otherwise: to buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; to construct, improve, repair, raze, and brick buildings, structures, and works of all kinds, for itself or for others; to buy, sell, and deal in building materials and supplies; to advance loans secured by mortgages or other liens on real estate. To act as loan broker. Generally to do everything suitable, proper, and conducive to the successful

conduct of a real estate agency and brokerage business in all its branches and departments, and to engage in such other business or businesses, whether related thereto or not, as may be approved by the Board of Directors and which businesses are permitted by the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The capital stock of the corporation shall be divided into 1,000 shares of common stock, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at the valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 9419 120th Way North, Seminole, Florida 33772. The name of the initial Registered Agent of the corporation and address is J. Bradford Hines, 9800 Fourth Street North, Suite 403, St. Petersburg, Florida 33702.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall be never less than one (1). The name and address of the initial directors of this corporation are:

Denning R. Andrews
9419 120th Way North
Seminole, Fl 33722

A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors may make or amend the by-laws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

J. Bradford Hines
9800 Fourth Street North, Suite 403
St. Petersburg, Florida 33702.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

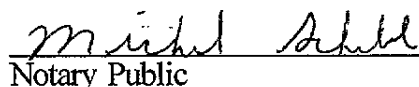


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that before me, the undersigned officer, personally appeared J. BRADFORD HINES, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 26 day of February, 1998.



Notary Public

My Commission Expires:

MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 1999
CC499623

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH CHAPTER 607 OF THE FLORIDA STATUTES AND SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, That CORPORATE REAL ESTATE MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its initial principal office at 9419 120th Way North, Seminole, Florida 33772, has named J. Bradford Hines, 9800 Fourth Street North, Suite 403, St. Petersburg, Florida 33702, as its agent to accept service of process within Florida.

J. Bradford Hines
Incorporator

2/26/98
Date

FILED
98 MAR 23 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

J. Bradford Hines
J. Bradford Hines

2/26/98
Date