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J. MARSHALL FRY
ATTORNEY AND COUNSELOR AT LAW

1051 Nokomis Street
Clearwater, Florida 33755

Telephone (813)461-2150
Facsimile (813)441-3176

April 14, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Articles of Incorporation for
Allstates Real Estate Properties, Inc.

000002498540--0
-04/23/98--01122--003
***122.50 ***122.50

Ladies and Gentlemen:

Enclosed are the Articles of Incorporation for a business to be incorporated as Allstates Real Estate Properties, Inc. Additionally, enclosed is my check in the amount of \$122.50, representing the following:

Filing Fees	\$ 35.00
Designation of Registered Agent	35.00
Certificated Copy of Articles	<u>52.50</u>

Total - \$122.50

If you have any questions, or comments, please contact me.
Thank you for your time and cooperation.

Best regards,

J. Marshall Fry

Enclosures --

ARTICLES OF INCORPORATION
OF

ALLSTATES REAL ESTATE PROPERTIES, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

ALLSTATES REAL ESTATE PROPERTIES, INC.

ARTICLE II - ADDRESS

The corporate/principal address of the corporation shall be:

2000 Avenue P, Suites 11 and 12
Riviera Beach, Florida 33404

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general character or nature of the business to be transacted by this Corporation is to do any and all legal acts as permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 10,000 shares of voting common stock, each having the par value of \$1.00.

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98 APR 23 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of its initial Registered Agent is:

NAME	ADDRESS
J. Marshall Fry	1051 Nokomis Street Clearwater, Florida 33755

ARTICLE VII - INCORPORATOR

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

NAME	ADDRESS
Robert DeSilva	2000 Avenue P, Suites 11 and 12 Riviera Beach, Florida 33404

ARTICLE VIII - DATE OF COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

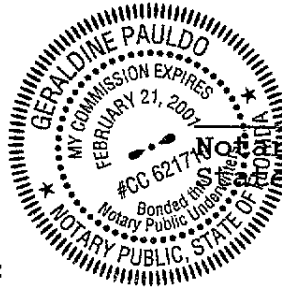
IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of April, 1998.


Robert DeSilva, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ROBERT DeSILVA, who is personally known to me, and who did take an oath, and acknowledged to me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid, this
8th day of April, 1998.



Geraldine Pauldo

Notary Public
State of Florida at Large

My Commission Expires:

DEPARTMENT OF STATE

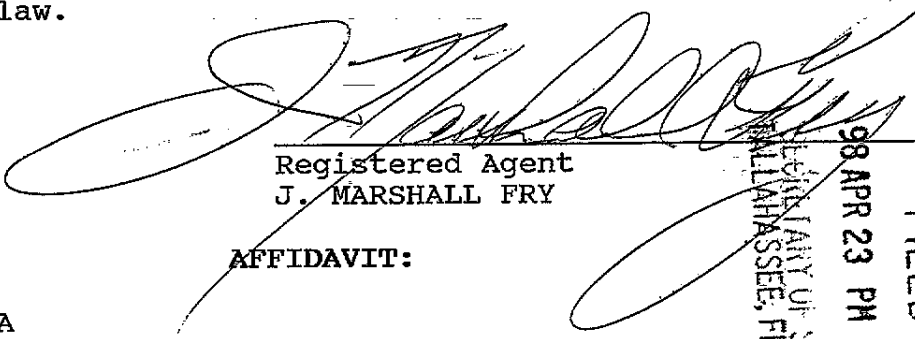
Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

ALLSTATES REAL ESTATE PROPERTIES, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 2000 Avenue P, Suites 11 and 12, Riviera Beach, Palm Beach County, Florida 33404, has named J. MARSHALL FRY of 1051 Nokomis Street, Clearwater, Pinellas County, Florida 33755, as its agent to accept service of process within the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep the office at the designated address open during prescribed hours; and to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


Registered Agent
J. MARSHALL FRY

AFFIDAVIT:


STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared J. MARSHALL FRY, who, being personally known to me, and who did take an oath, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

April SWORN TO and subscribed before me this 14 day of _____, 1998.


Notary Public
State of Florida at Large

My Commission Expires:

 Frank Cassara
My Commission CC703339
Expires January 28, 2002