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May 18, 1998

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

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RE: REAL ESTATE BY CAUDELL, INC.

Dear Sir or Madam:

Enclosed herewith please find the following pertaining to the formation of the above-described corporation:


1. Original executed Articles of Incorporation.
2. Copy of executed Articles of Incorporation.
3. Check in the amount of \$122.50.

After the original Articles of Incorporation have been filed, I would appreciate you returning the copy to me indicating certification.

If you have any further requirements, please advise the undersigned.

Sincerely,

JOHN GLASSMAN, P.A.


John Glassman

JG/ab

Enclosures

cc: Earl Caudell

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**ARTICLES OF INCORPORATION
OF
REAL ESTATE BY CAUDELL, INC.**

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The undersigned Incorporator to these Articles of Incorporation, a natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be **REAL ESTATE BY CAUDELL, INC.**

ARTICLE II. INITIAL PRINCIPAL OFFICE

The street address, and the mailing address of the principal office of the Corporation shall be: 1198 Gulf Breeze Pkwy., #1, Gulf Breeze, Florida 32561. The Board of Directors from time to time may move the principal office to any other address in the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 1000 shares of common stock having no par value. No preemptive rights are to be granted to shareholders.

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 1198 Gulf Breeze Pkwy., #1, Gulf Breeze, Florida 32561, and the initial registered agent at such address shall be Earl Caudell. The Board of Directors from time to time

may move the registered office to any other address in the State of Florida.

ARTICLE V. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is Earl Caudell, 1198 Gulf Breeze Pkwy., #1, Gulf Breeze, Florida 32561.

ARTICLE VI. 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 by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name of the initial Director of this corporation and his street address is as follows:

<u>Name</u>	<u>Address</u>
Earl Caudell	1198 Gulf Breeze Pkwy., #1 Gulf Breeze, Florida 32561

ARTICLE VIII. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act, activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IX. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

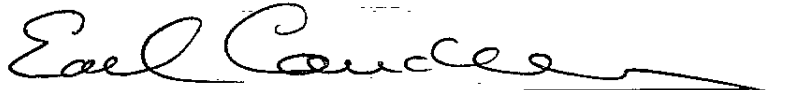
ARTICLE X. OFFICERS

The executive officers of this corporation shall be a president, a vice president, a secretary, and a treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes set forth therein.



EARL CAUDELL, INCORPORATOR

STATE OF FLORIDA :
COUNTY OF ESCAMBIA:

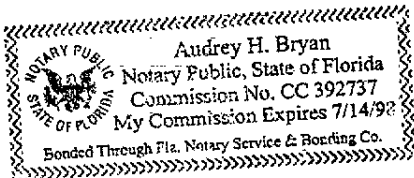
THE FOREGOING INSTRUMENT was acknowledged before me this
18th day of May, 1998, by EARL CAUDELL, who has
produced Florida drivers license #C 340-105-33-257-0 as
identification, or who is personally known to me.

Audrey H. Bryan
NOTARY PUBLIC

My commission expires:

(name of officer typed, printed
or stamped)

commission/serial number




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

REAL ESTATE BY CAUDELL, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1198 Gulf Breeze Pkwy., #1, Gulf Breeze, Florida 32561, with **EARL CAUDELL** as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


EARL CAUDELL
Registered Agent

DATED this the 18th day of May, 1998.

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SECRETARY OF STATE
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