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May 4, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****122.50 *****122.50

Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation together with the original and copy of the Designation for your approval. Additionally, I have enclosed a check to your favor in the amount of \$122.50. I have enclosed an envelope for your convenience in returning file stamped copies of the documents to me.

Thank you for your assistance in this matter.

Sincerely yours,



J. Shad Redmon

JSR/jhb

Enclosure

TS 5/14/98

~~6/98 10964~~

Dmr
6/3/98

FILED
98 JUN -3 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 14, 1998

J. SHAD REDMON, ESQ.
2870 MADISON ST.
MARIANNA, FL 32446

SUBJECT: SOUTHERN REAL ESTATE SERVICES, INC.
Ref. Number: W98000010964

We have received your document for SOUTHERN REAL ESTATE SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 598A00026847

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOUTHERN REAL ESTATE SERVICES, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: SOUTHERN REAL ESTATE SERVICES, INC.

ARTICLE TWO

The effective date of the corporation shall be upon its filing with the Secretary of State, and the duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To operate and manage a business engaged in the sale of real estate.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 200 shares. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

Initial issue: 100 shares of the Capital stock of the corporation shall be issued for cash at a par value of one dollar (\$1.00) per share with 50 shares to Clarence Manley, III and 50 shares to Calvin L. Vandivier.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock and all issued stock shall be held of record and not more than ten persons who are not nonresident aliens.

ARTICLE SIX

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the corporation, and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE SEVEN

The street address of the initial registered offices of the corporation is 3170 Main Street, Cottondale, Florida, and the name of its initial registered agent at such address is Clarence Manley, III.

ARTICLE EIGHT

The number of directors constituting the initial Board of Directors of the corporation is two (2). The corporation may have not less than one (1) director or more than five (5) directors. The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

NAME	ADDRESS
Clarence Manley, III President	3170 Main Street Cottondale, Florida 32431, As business street address And 110 Ole Taylor Place Ashford, Alabama 36312, As residence address
Calvin L. Vandivier Secretary/Treasurer	4645 Smithfield Road Melbourne, Florida 32934 As residence address

ARTICLE NINE

The names and address of the incorporators are:

NAME	ADDRESS
Clarence Manley, III	Business: 3170 Main Street Cottondale, FL 32431 Residence: 110 Ole Taylor Place Ashford, AL 36312
Calvin L. Vandivier	4645 Smithfield Road Melbourne, FL 32934

ARTICLE TEN


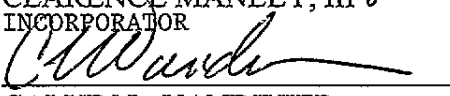
Interested directors may be counted for quorum and voting purposes and the corporation is authorized to indemnify directors and officers for expenses they incur on behalf of the corporation.

ARTICLE ELEVEN

The 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 a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 1st day of

May, 1998.


CLARENCE MANLEY, III
INCORPORATOR

CALVIN L. VANDIVIER
INCORPORATOR

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

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

Southern Real Estate Services, Inc., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the articles of incorporation at the City of
Cottdale, County of Jackson, State of Florida, has named Clarence Manley, 3170 Main Street,
Cottdale, Florida 32431 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.

BY Clarence Manley III
CLARENCE MANLEY, III
REGISTERED AGENT

FILED
98 JUN -3 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA