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98 JUN 10 AM 9:53

Lori A. Hodgskin
710 Gatlin Avenue
Orlando, Florida 32806

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 8, 1998

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

RE: Articles of Incorporation
Outdoor Holdings II, Inc.

700002554487--8
-06/10/98--01038--014
*****70.00 *****70.00

Dear Sir/Madam:

I have enclosed the Articles of Incorporation for Outdoor Holdings II, Inc. along with check number 370 in the amount of \$70.00 for the filing fee. Please process the enclosed and forward the confirmation letter to my attention.

Thank you for your assistance in this matter.

Very truly yours,


Lori A. Hodgskin

//lah
Enclosures

P. Hall

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**ARTICLES OF INCORPORATION
OF
OUTDOOR HOLDINGS II, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being natural persons of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be **OUTDOOR HOLDINGS II, INC.**

Article II - General

The general nature of business to be transacted by this corporation is to engage in the services of brokering of real estate and to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

Article III - Capitol Stock

A. Authorized Shares

The maximum number of shares which this corporation shall have authority to issue is 100 with \$1.00 per value. The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

Article IV - Initial Registered Office & Agent

The street address of the initial registered office of this corporation is 710 Gatlin Avenue, Orlando, Florida 32806. The name of the initial registered agent of this corporation is Lori A. Hodgskin whose address is 710 Gatlin Avenue, Orlando, Florida 32806. The mailing address for the corporation is 710 Gatlin Avenue, Orlando, Florida 32806.

Article V - Directors

This corporation shall have two directors. The number of directors may be diminished or increased from time to time by By Laws adopted by the stockholders. The name and the street address of the directors of this corporation who shall hold office for the first year or until his/her successor is chosen are:

Name	Address
Richard A. Fender	500 – 29th Street Orlando, Florida 32805
Lori Anne Hodgskin	710 Gatlin Avenue Orlando, Florida 32806

Article VI - Subscribers

The name and street address of the subscriber to these Articles of Incorporation is:

Lori Anne Hodgskin	710 Gatlin Avenue Orlando, Florida 32806
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Article VII - Initial Stock Issue

Stock of the corporation shall be initially issued as follows:

Lori Anne Hodgskin	50
Richard A. Fender	50

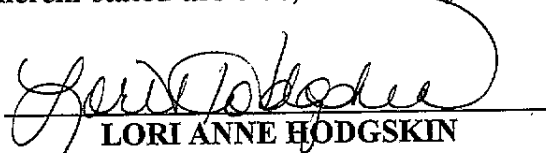
Article VIII - Amendment

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in their Articles of Incorporation in the manner now or hereafter prescribed by statute.

Article IX - Corporate Existence

This corporation shall commence existence on the date of _____, 1998.

IN WITNESS WHEREOF, the undersigned being the subscriber to these Articles of Incorporation for the purpose of forming a corporation to do business within the State of Florida, does make and file this Certificate, declaring and certifying that the facts herein stated are true, and set my hand and seal this 8 day of June, 1998.

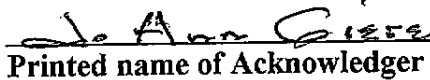

LORI ANNE HODGSKIN

STATE OF FLORIDA
COUNTY OF ORANGE

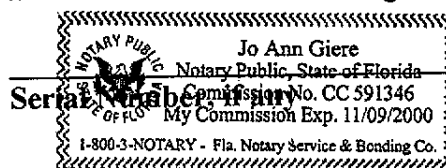
The foregoing instrument was acknowledged before me this 8 day of June, 1998, by LORI ANNE HODGSKIN, who is personally known to me or who has produced _____ (type of identification) as identification and who did/did not take an oath.

(SEAL)


Signature of Acknowledger


Printed name of Acknowledger

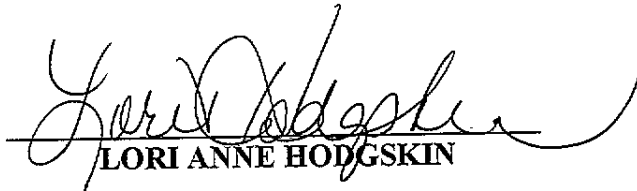
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ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

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


LORI ANNE HODGSKIN