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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THREE OAKS REALTY, INC.

AUDIT NUMBER.....H98000011727

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1998

EMPIRE

SUBJECT: THREE OAKS REALTY, INC.
REF: W98000014501

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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FAX Aud. #: E98000011727
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ARTICLES OF INCORPORATION
OF
THREE OAKS REALTY ADVISORS, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be:

THREE OAKS REALTY ADVISORS, INC.

ARTICLE II
TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law. The Corporation shall commence its existence as of the date of filing of the Articles.

ARTICLE III
PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation, or the mailing address of the Corporation shall be:

19091 Tamiami Trail, S.E.
Ft. Myers, Florida 33908

Prepared by:
Paul H. Freeman
19091 Tamiami Trail S.E.
Ft. Myers, Florida 33908
Ph: (941)267-3999
Florida Bar #161840

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ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	7,000
Par Value Per Share	\$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE VI
PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be: 19091 Tamiami Trail, S.E.
Ft. Myers, Florida 33908

The name of the initial Registered Agent of this Corporation at the aforementioned address is: PAUL H. FREEMAN.

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ARTICLE VIII
INCORPORATOR

The name and address of each incorporator is as follows:

PAUL H. FREEMAN
19091 Tamiami Trail, S.E.
Ft. Myers, Florida 33908

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of one (1) member whose name and address is as follows:

ALAN C. FREEMAN
19091 Tamiami Trail S.E.
Ft. Myers, FL 33908

ARTICLE X
MISCELLANEOUS

A. The initial officers of the Corporation and their addresses shall be as follows:

President: **ALAN C. FREEMAN**
19091 Tamiami Trail S.E.
Ft. Myers, FL 33908

Secretary: **PAUL H. FREEMAN**
19091 Tamiami Trail S.E.
Ft. Myers, FL 33908

B. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

C. The Initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the

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Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.


D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

E. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

F. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

G. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, or Officers of, such other Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of June, 1998.



PAUL H. FREEMAN

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STATE OF FLORIDA
COUNTY OF LEE

EXECUTION OF the foregoing instrument was acknowledged before me this 27th day of June, 1998, by PAUL H. FREEMAN, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take an oath.

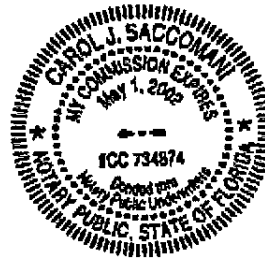
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NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: CAROL J. SACCOMANI

COMMISSION NO.: CC 734874

COMMISSION EXP. DATE: 5-1-2001



The undersigned hereby accepts designation as Registered Agent of the Corporation.

Paul H. Freeman
PAUL H. FREEMAN

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TALLAHASSEE, FLORIDA

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