

P98000062002

July 9, 1998

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of A-PLUS2 REAL ESTATE, INC.

Dear Sir:

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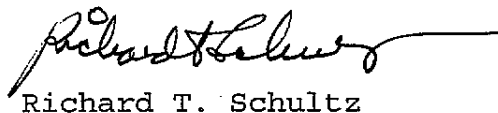
Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937.

Thank you for your assistance in this matter.

Sincerely,


Richard T. Schultz

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

A-PLUS2 REAL ESTATE, INC.

ARTICLE I. NAME

The name of this corporation is

A-PLUS2 REAL ESTATE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3645 North Highway US1, Cocoa, Florida 32922, and the name of the initial registered agent of this corporation at that address is RICHARD T. SCHULTZ.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

TERESA LOMBARDO
8011 Daventry Drive
Melbourne, FL 32940

RICHARD T. SCHULTZ
171 Wakulla Lane, Villa B
Cocoa Beach, FL 32931

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 3645 North Highway US1, Cocoa, Florida 32922, and the mailing address of the corporation is 3645 North Highway US1, Cocoa, Florida 32922.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

RICHARD T. SCHULTZ
171 Wakulla Lane, Villa B
Cocoa Beach, Florida 32931

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 9th day of July, 1998.



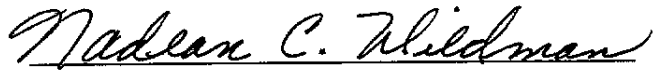
RICHARD T. SCHULTZ

STATE OF FLORIDA
COUNTY OF BREVARD

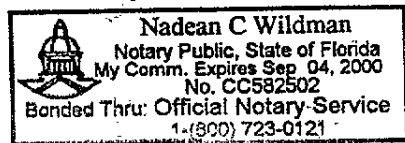
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD T. SCHULTZ to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9th day of July, 1998.

FHDL
5432-758-28-001-0



Notary Public



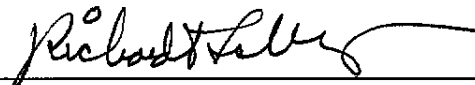
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That A-PLUS2 REAL ESTATE, INC., desiring to organize under
the laws of the State of Florida, with its principal office at
3645 North Highway US1, Cocoa, Brevard County, Florida 32922, has
named RICHARD T. SCHULTZ, located at 3645 North Highway US1,
Cocoa, Brevard County, Florida 32922, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.



RICHARD T. SCHULTZ
Registered Agent

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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