

NANCY JAN OSET
ATTORNEY AT LAW
308 NORTH BELCHER ROAD
CLEARWATER, FLORIDA 33765

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

TELEPHONE: (813) 447-3329
FACSIMILE: (813) 461-0162

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Dear Sir/ Madam.

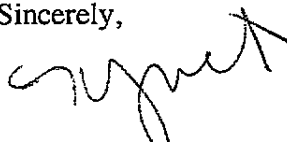
June 25, 1998

P 98000063350

Enclosed are Articles of Incorporation for REAL ESTATE 2000 INTERNATIONAL, INC.
Please send confirmation to my office as well as a file stamped copy of the Articles. Enclosed
please find check in the amount of \$122.50 for filing fee.

Thank you for your prompt attention to this matter.

Sincerely,



Nancy J. Oset

NJO:s
Enclosures

FILED
98 JUL 16 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESER JUL 20 1998

ARTICLES OF INCORPORATION
OF
REAL ESTATE 2000 INTERNATIONAL, INC.

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: REAL ESTATE 2000 INTERNATIONAL, INC.

ARTICLE II. EXISTENCE

This corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1424 Seagull Drive
Unit 201
Palm Harbor, FL 34685

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is:

JOSEPH ROCHELEAU
1424 Seagull Drive
Unit 201 Palm Harbor, FL 34685

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 25 day of JUNE, 1998.


REGISTERED AGENT

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

JOSEPH ROCHELEAU
1424 Seagull Drive
Unit 201
Palm Harbor, Fl 34685

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TALLAHASSEE, FLORIDA

ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

This corporation shall not have more than 75 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BYLAWS

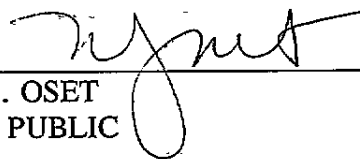
The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25 day of JUNE, 1998.


INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 25 day of June, 1998 by Joseph Rocheleau personally known to me or who produced _____ as identification.


NANCY J. OSET
NOTARY PUBLIC



NANCY J OSET
My Commission CC462152
Expires May. 14, 1999
Bonded by ANE
800-852-1378