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James E. Johnson II

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

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-07/27/98--01059--011
*****70.00 *****70.00

Re: Waterside Realty, Inc.

Dear Department of State Representative:

Enclosed please find Articles of Incorporation for Waterside Realty, Inc. as well as a check in the amount of \$70.00 for the filing fee. Additionally, I enclose a copy of the Articles. Please date stamp the copy and send it back to this office along with confirmation of the filing of the Articles in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,


James E. Johnson II

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98 JUL 27 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 2-30-98

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98 JUL 27 AM 8:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WATERSIDE REALTY, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person, competent to contract, and hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be Waterside Realty, Inc.

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of acting as a Real Estate Brokerage Firm, selling both Commercial and Residential properties, as well as brokering the sale of businesses and engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having \$.10 par value per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the original registered office of this

corporation shall be 18395 Gulf Boulevard, Suite 103, Indian Shores, Florida 33785, and the name of the initial registered agent of this Corporation at that address is Bonnie F. Chaves.

ARTICLE VI - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of Directors shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jorg Gobel	18395 Gulf Boulevard, Suite 103, Indian Shores, Florida 33785

The person named as Director of the Corporation is of full age and a resident of the United States.

ARTICLES VIII - INITIAL OFFICERS

The Corporation's initial officers shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jorg Gobel, President/ Treasurer/Secretary	18395 Gulf Boulevard, Suite 103, Indian Shores, Florida 33785

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Bonnie F. Chaves, whose address is 18395 Gulf Boulevard, Suite 103, Indian Shores, Florida 33785.

ARTICLE X - BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders of the Corporation.

ARTICLE XI - PRINCIPAL OFFICE

The principal office of this Corporation shall be 18395 Gulf Boulevard, Suite 103, Indian Shores, Florida 33785.

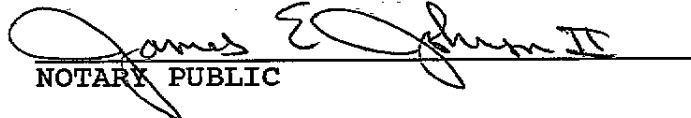
IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 23rd day of July, 1998.

Bonnie F. Chaves
Bonnie F. Chaves, Incorporator

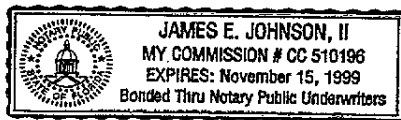
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared
Bonnie F. Chaves, who provided FL Drivers License as
identification and who executed the foregoing Articles of
Incorporation, and she acknowledged before me that she executed the
same for the purposes therein expressed.

Witness my hand and official seal in the County and State of
named above this 23rd day of July, 1998.


NOTARY PUBLIC

My Commission Expires:



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

Jorg Gobel, Initial President

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

That Waterside Realty, Inc., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at City of Seminole,
County of Pinellas, State of Florida, has named Bonnie F. Chaves
located at 18395 Gulf Boulevard, Suite 103, Indian Shores, Florida
33785, 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
provision of said Act relative to keeping open said office.

Bonnie F. Chaves

BONNIE F. CHAVES
as Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA