

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

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Bart Jones Realty, Inc

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<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	400002685704--8
<input type="checkbox"/>	L.C. File	-08/03/98--01100--017 *****70.00 *****70.00
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
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<input type="checkbox"/>	Certificate of Good Standing	
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<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
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<input type="checkbox"/>	Driving Record	
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<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

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DIVISION OF CORPORATION

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

RP
08-03-98

ARTICLES OF INCORPORATION

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OF

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BART JONES REALTY, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Bart Jones Realty, Inc.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

PRINCIPAL OFFICE OF CORPORATION

The initial address of the principal office of the corporation and the initial mailing address of the corporation is 74 Ocean Way Drive, Ponce Inlet, Florida, 32127.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock, all of one class, with a par value of one dollar (\$1.00).

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the corporation's initial registered agent is Jerome D. Mitchell, Esquire, 400 South Palmetto Avenue, Daytona Beach, Florida, 32114.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Jerome D. Mitchell, Esquire, 400 South Palmetto Avenue, Daytona Beach, Florida, 32114.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles of Incorporation of this Corporation may be amended, changed, altered or repealed in the manner now or hereafter described by the Florida Statutes and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE IX

OFFICERS

The names of the officer(s) who shall serve until the first election are as follows:

Dianne L. Jones	President
Bart Jones	Vice President

ARTICLE X

BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors:

Dianne L. Jones	Director
Bart Jones	Director

ARTICLE XI

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix compensation unless otherwise provided in the Articles of Incorporation or Bylaws.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in all meetings of the Board of Directors by means of conference telephone or similar communications equipment, as provided by law.

ARTICLE XIII

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

ARTICLE XIV

INFORMAL ACTION OF DIRECTORS

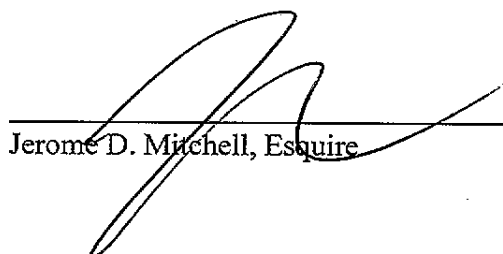
If all the directors severally and collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XV

SUB-CHAPTER "S" SELECTION

The Board of Directors may take such action as is appropriate to assure taxation as a Sub-Chapter "S" small business corporation pursuant to currently applicable provisions of the Internal Revenue Code.

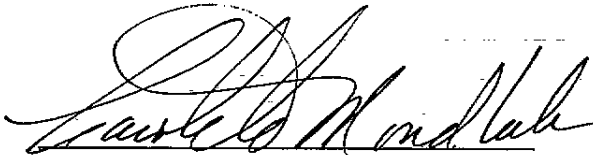
WITNESSED by respective hand this 30th day of July, 1998.


Jerome D. Mitchell, Esquire

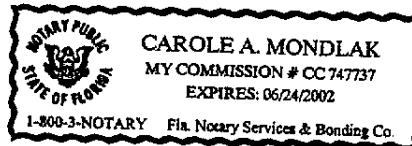
STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid, to take acknowledgments, personally appeared Jerome D. Mitchell, to me known to be the person described or has produced n/a as identification in and who executed the foregoing instrument and he acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of July, 1998.



Notary Public
My Commission Expires:
My Commission Number:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
BART JONES REALTY, INC.
A CORPORATION FOR PROFIT

Having been designated as Registered Agent for Bart Jones Realty, Inc., a Florida corporation for profit (hereinafter the "Corporation"), I, Jerome D. Mitchell, accept the designation and agree to act as registered agent of the Corporation, and I acknowledge that I am familiar with and accept the obligations of the position of registered agent for the Corporation.

DATED this 30th day of July, 1998.

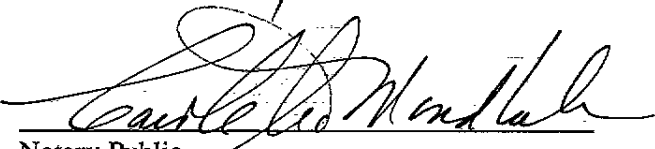

Jerome D. Mitchell

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STATE OF FLORIDA
COUNTY OF VOLUSIA

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