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August 19, 1998

VIA UPS OVERNIGHT DELIVERY

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****122.50 ****122.50

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

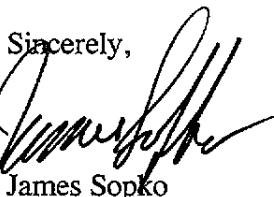
Re: Southern Real Estate Group, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Southern Real Estate Group, Inc. and a check in the amount of \$122.50 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,



James Sopko

JS/lc

Enclosures

cc: Mr. Daniel K. Deighan

[deighan\lr-state-corp.001]

FILED
98 AUG 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG 21 1998

ARTICLES OF INCORPORATION
OF
SOUTHERN REAL ESTATE GROUP, INC.

ARTICLE I

NAME

The name of this corporation shall be: Southern Real Estate Group, Inc.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the specific purpose of engaging in every aspect and phase of the business of real estate brokerage within the State of Florida, in compliance with the provisions of the laws and regulations of the State of Florida governing such business. In addition, this corporation shall be authorized to transact any or all other lawful business.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of Class A stock and 5,000 shares of Class B stock. These classes of stock are equal in preferences, limitations, and relative rights except that Class B stock shall not have any voting rights.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of this corporation is 795 SE Port St. Lucie Boulevard, Port St. Lucie, FL 34984.

ARTICLE VI

DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Daniel K. Deighan
792 SE Port St. Lucie Boulevard
Port St. Lucie, FL 34952

All directors of this corporation shall be required to register and maintain registration with the Board of Real Estate of the Department of Professional Regulation of the State of Florida, and all directors, other than the directors who have no other connection with this corporation than the attendance at periodic meetings of the Board of Directors, shall be active licensees.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2307 SE Monterey Road
Stuart, FL 34996

The name of the initial registered agent of this corporation at that address is:

James Sopko

ARTICLE VIII

INCORPORATOR

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

James Sopko
2307 SE Monterey Road
Stuart, FL 34996

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

EFFECTIVE DATE

The effective date of this corporation is August 20, 1998.

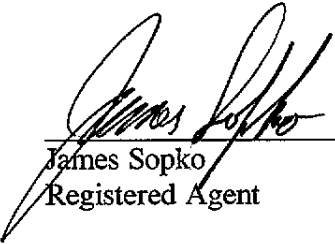
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of August, 1998.


James Sopko

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, Southern Real Estate Group, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 19th day of August, 1998.


James Sopko
Registered Agent

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98 AUG 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA