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BROWN, WALDRON & CARLTON

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 14 AM 11:26

FLETCHER BROWN, P.A.

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WALDRON & CARLTON, P.A.

EUGENE E. WALDRON, JR.

DAVID P. CARLTON

VINCENT A. SICA

SANDRA SANDERS

October 8, 1998

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

100002663411--2
-10/14/98--01031--021
****122.50 *****78.75

Re: Fussell Realty, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation of Fussell Realty, Inc. and return to me a certified copy.

My check in the amount of \$122.50 covering the fee is enclosed.

Should you have any questions, please call me.

Very truly yours,

Fletcher Brown/nf

Fletcher Brown

FB:nf
encl.

D. BROWN OCT 15 1998

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ARTICLES OF INCORPORATION

OF

FUSSELL REALTY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **FUSSELL REALTY, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2 E. Oak Street, Arcadia, Florida 34266

ARTICLE III PURPOSE

The purpose of this corporation shall be: To engage in in the Real Estate Business.

In general, doing anything necessary, proper, advisable and convenient for the accomplishment of the above purposes, and to do all other things incidental to or in connection with that are not forbidden by the Florida Corporation laws or by these Articles of Incorporation.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares with a par value of \$10.00.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

FLETCHER BROWN, Attorney at Law
124 North Brevard Avenue
Arcadia, Florida 34266

ARTICLE VI INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

LYNN B. FUSSELL
2922 N.E. Roan Road
Arcadia, Florida 34266

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The name and address of the initial director of this Corporation are:

LYNN B. FUSSELL
2922 N.E. Road Road
Arcadia, Florida 34266

VIII DURATION

The period of its duration is perpetual.

IX AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

X PRE-EMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any share holder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

The undersigned has executed these Articles of Incorporation this 8 day of Oct, 1998.


LYNN B. FUSSELL

STATE OF FLORIDA
COUNTY OF DESOTO

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DIVISION OF CORPORATIONS
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8th The foregoing instrument was acknowledged before me this
day of October, 1998, by LYNNB FUSSELL, who is
personally known to me or who has produced
as identification and who did (did not) take an oath.

Nancy S. Fuller
NANCY S. FULLER
(Print Name)
Notary Public, State of Florida
My commission expires:

My commission number: NANCY S. FULLER
MY COMMISSION # CC390721 EXPIRES
October 22, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE

Having been named to accept service of process for the
above stated Corporation at the place designated above, I hereby
agree to act in this capacity and further agree to comply with the
provisions of all statutes relative to the proper and complete
performance of my duties.

Dated this 8th day of OCTOBER, 1998

Fletcher Brown
FLETCHER BROWN
Registered Agent