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REPLY TO ARCADIA

P98000089025

October 15, 1998

Department of State,
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100002666751--8
-10/19/98--01056--017
*****78.75 *****78.75

Re: Articles of Incorporation for Realty Acquisition Group, Inc.

Dear Sir or Madam:

Enclosed please find my law firm check in the amount of \$78.75 for the filing fees for the above- referenced corporation and a certified copy of the Articles. Please give this matter your earliest attention.

Yours truly,

WYCKOFF & THOMAS, P.A.

By: Douglas M. Wyckoff

EFFECTIVE DATE
10-15-98

FILED
8-3
98 OCT 19 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-15-98

ARTICLES OF INCORPORATION
OF
REALTY ACQUISITION GROUP, INC.

FILED
98 OCT 19 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is REALTY ACQUISITION GROUP, INC.

ARTICLE II

The existence of the corporation shall begin on October 15, 1998.

ARTICLE III

The street address of the principal office of the Corporation is 1800 Atlantic Boulevard, Suite 309-A, Key West, Florida 33040.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 25 South DeSoto Avenue, Suite 1, Arcadia, Florida 34266. The initial registered agent for the Corporation at that address is Douglas M. Wyckoff, Esquire.

ARTICLE VI

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Ray Ganem	1800 Atlantic Boulevard, Suite 309-A, Key West, Florida 33040
George J. Ganem	1800 Atlantic Boulevard, Suite 309-A, Key West, Florida 33040

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Douglas M. Wyckoff	25 South DeSoto Avenue, Suite 1, Arcadia, Florida 34266

ARTICLE VIII

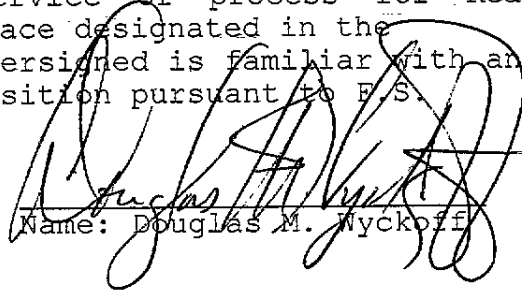
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 14th day of October, 1998.


Name: Douglas M. Wyckoff

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Realty Acquisition Group, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Douglas M. Wyckoff

Date: October 14, 1998