

WALZER & ASSOCIATES, INC.
A Professional Accounting Firm
8301 Forest City Road
Orlando, Florida 32810
(407) 299-0086 FAX (407) 298-3849

FILED
99 JAN -4 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P99000001076

December 28, 1998

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002728593--8
-01/04/99--01030--006
****122.50 *****78.75

RE: BRIAN N. SMITH, P.A.

EFFECTIVE DATE

12-28-98

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


STEVEN H. WALZER
Enrolled Agent

SHW/jdj
Enclosures

F. CHESSER JAN 6 1999

ARTICLES OF INCORPORATION

OF

BRIAN N. SMITH, P.A.

EFFECTIVE DATE
12-28-98

ARTICLE I - NAME

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The name of this Corporation is BRIAN N. SMITH, P.A., the address is 3907 Goldenbear Court, Suite 735, Orlando, Florida 32839.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 28th day of December, 1998 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

The specific purpose of the corporation is to engage in the sale of real estate properties, and any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3907 Goldenbear Court, Suite 735, Orlando, Florida 32839 and the name of the initial registered agent of this Corporation at that address is BRIAN N. SMITH.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

BRIAN N. SMITH

President, Vice President, Secretary & Treasurer

3907 Goldenbear Court, Suite 735

Orlando, Florida 32839

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

BRIAN N. SMITH

President, Vice President, Secretary & Treasurer

3907 Goldenbear Court, Suite 735

Orlando, Florida 32839

ARTICLE VII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation on this 28th day of December 1998.


BRIAN N. SMITH

ACKNOWLEDGMENT

STATE OF FLORIDA

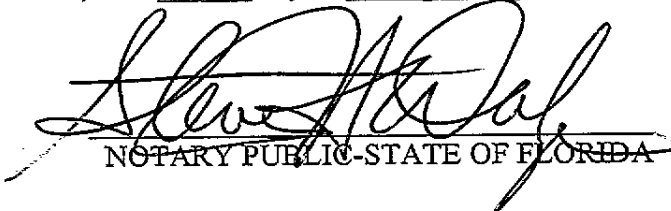
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 28th day of December 1998, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, BRIAN N. SMITH, well known and known to be the person who executed the foregoing Articles of Incorporation, BRIAN N. SMITH, P.A. and he acknowledged that he signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 28th day of December 1998.



STEVEN H. WALZER
My Commission CC555980
Expires Jul. 12, 2000


NOTARY PUBLIC-STATE OF FLORIDA

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

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is
submitted:

First that BRIAN N. SMITH, P.A., desiring to organize or qualify under the laws
of the State of Florida, its principal place of business in the City of Orlando, Florida has
named BRIAN N. SMITH, 3907 Goldenbear Court, Suite 735, Orlando, Florida as
its agent to accept service process within Florida.

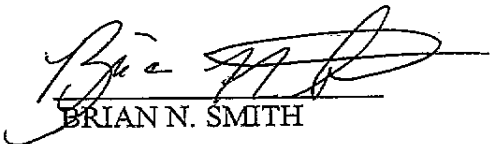

BRIAN N. SMITH

Date: 12/28/98

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TALLAHASSEE, FLORIDA

ACCEPTANCE

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

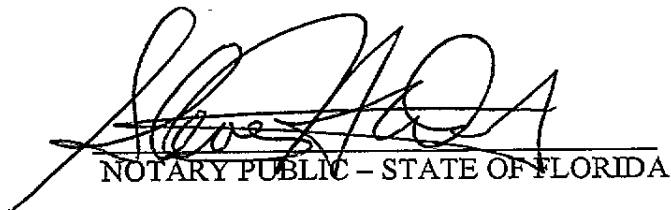

BRIAN N. SMITH

Date: 12/28/98

STATE OF FLORIDA

COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 28TH day of
December 1998, in said County and State.


NOTARY PUBLIC – STATE OF FLORIDA



STEVEN H WALZER
My Commission CC555960
Expires Jul. 12, 2000