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ACCOUNT NO. : 072100000032

REFERENCE : 114088 4732152

AUTHORIZATION : *Patricia*

COST LIMIT : \$ 78.75

ORDER DATE : January 27, 1999

ORDER TIME : 1:07 PM

ORDER NO. : 114088-005

CUSTOMER NO: 4732152

CUSTOMER: Ms. Beth E. Mangus
GARTNER BROCK & SIMON
GARTNER BROCK & SIMON
Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

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DOMESTIC FILING

NAME: HAMPTON REAL ESTATE SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

J 1/27/99

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

HAMPTON REAL ESTATE SERVICES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name, Location and Mailing Address of Principal Office

The name of the corporation is Hampton Real Estate Services, Inc. The principal office and mailing address of this corporation is 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida, 32256.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207, and the name of the initial registered agent of the corporation at that address is Bert C. Simon.

ARTICLE VI

Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name and street address of the member of the first Board of Directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
M. G. Orender	10161 Centurion Parkway North Suite 190 Jacksonville, Florida 32256

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is Bert C. Simon, 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207.

ARTICLE VIII

By-Laws

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

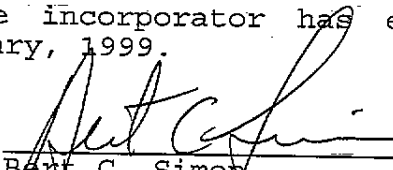
The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

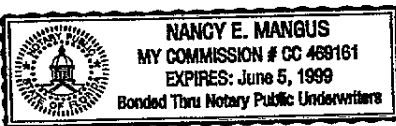
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

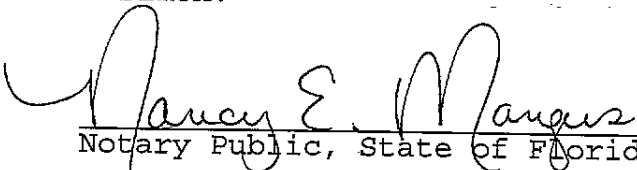
IN WITNESS WHEREOF, the incorporator has executed these Articles the 26th day of January, 1999.


Bert C. Simon
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26th day of January, 1999 by Bert C. Simon.




Notary Public, State of Florida

Print Name: Nancy E. Mangus
My Commission Expires: June 5, 1999

Personally known X or produced identification: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Hampton Real Estate Services, Inc., desiring to organize under the laws of the State of Florida as a corporation has named Bert C. Simon, who maintains an office at 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207 as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 26th day of January, 1999.

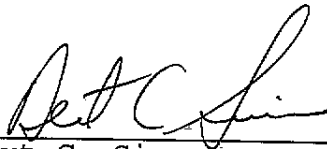
By: 

Bert C. Simon, Incorporator

A C C E P T A N C E

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 26th day of January, 1999.


Bert C. Simon

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