

P99000013667

February 8, 1999

New Filings Section
Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

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--02/09/99--01122--007
****122.50 *****78.75

RE: Realty Media, Inc.

Dear Sir or Madam:

Enclosed is a money order in the amount of \$122.50, which covers the cost of filing the Articles of Incorporation on the above company as well as the fee for returning a set of the Certified copy of the Articles.

Please return the Articles to the following address:

Mr. George McElroy
4521 PGA Blvd. Suite 308
Palm Beach Gardens, FL 33418

Thank you in advance for your cooperation.

Sincerely,

George B. McElroy

FILED
99 FEB -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 11 1999

ARTICLES OF INCORPORATION
OF
ARTICLE ONE
NAME OF CORPORATION

The name of the corporation is Realty Media, Inc.

ARTICLE TWO
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these articles with the Department of State.

ARTICLE THREE
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes, as same now exists or as it may be hereafter amended.

ARTICLE FOUR
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of (\$.01) par value common stock which shall be designated as "Common Shares".

ARTICLE FIVE
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4521 PGA Boulevard, Suite 308, Palm Beach Gardens, FL 33418 and the initial registered agent of this Corporation at that address is George B. McElroy. The corporation's principal address shall be at 4521 PGA Boulevard, Suite 308, Palm Beach Gardens, FL 33418

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

The Corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than two Directors or more than six. The names and address of the initial Board of Directors are as follows:

George B. McElroy 725 Hummingbird Way, Unit 102, North Palm Beach, FL 33408

T. Dominic Vara 4521 PGA Boulevard, Suite 308, Palm Beach Gardens, FL 33418

ARTICLE EIGHT
INCORPORATORS

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

George B. McElroy
4521 PGA Boulevard Suite 308
Palm Beach Gardens, FL 33418

ARTICLE NINE
INDEMNIFICATION

The corporation shall indemnify any Officer or Director of any former officer or director, to the full extent permitted by law.

ARTICLE TEN
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

In Witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on this the 8th day of February 1999.


George B. McElroy
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared George B. McElroy, known to me to be and known by me to be the person, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County

above this 3rd day of February 1999.

Marilyn J. Beladino
Notary Public

My Commission Expires



Marilyn J. Beladino
My Commission CC645209
Expires May 26, 2001



Marilyn J. Beladino
My Commission
Expires May 26, 2001

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTES AND RESPONSIBILITIES
AS REGISTERED AGENT FOR SAID CORPORATION.

George B. McElroy
George B. McElroy, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -9 PM 2:06

FILED