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FITZSIMMONS & ASSOCIATES

2512 Abaco Avenue
Coconut Grove, Florida 33133
Telephone: (305)856-4181
Telecopier: (305)854-2068
e-mail: rvfpa@aol.com

February 19, 1999

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

EFFECTIVE DATE
2-12-99

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-02/22/99--01119--012
*****78.75 *****78.75

Re: Fitzsimmons & Associates, Inc.

Dear Sir or Madam:

Please be advised that I am the president and principle of Fitzsimmons & Associates, P.A.
Please accept this letter as authorization for Fitzsimmons & Associates, Inc. to utilize the name in
forming a new corporation.

Very truly yours,



Robert V. Fitzsimmons

2-15-99 was a legal
holiday so that made
the effective date OK.

Waa-45

FILED
99 FEB 22 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FITZSIMMONS & ASSOCIATES, P.A.

2512 Abaco Avenue
Coconut Grove, Florida 33133
Telephone: (305)856-4181
Telecopier: (305)854-2068
e-mail: rvfpa@aol.com

March 2, 1999

Fax: 850-487-6804

Ms. Beth Register
Division of Corporations
490 E. Gaines Street
Tallahassee, FL 32399

Re: Fitzsimmons & Associates, Inc.

Dear Ms. Register;

Due to the unavailability of the name Fitzsimmons & Associates, Inc. Please change the name to:

Fitzsimmons & Associates Real Estate Services, Inc.

If you have any questions, please call.

Sincerely,



Robert V. Fitzsimmons

Enclosure

EFFECTIVE DATE
2-12-99

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FITZSIMMONS & ASSOCIATES REAL ESTATE SERVICES, INC.

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

ARTICLE I
NAME

Fitzsimmons & Associates Real Estate Services, Inc. The corporation's initial principal place of business shall be 2512 Abaco Avenue, Coconut Grove, Florida 33133.

ARTICLE II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Mailing Address

The initial mailing address of the corporation is 2512 Abaco Avenue, Coconut Grove, Florida 33133.

ARTICLE V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock each having \$1.00 par value.

- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2950 S.W. 27th Avenue, Suite 200, Coconut Grove, Florida 33133 and the name of the initial registered agent of this corporation is Robert V. Fitzsimmons at that address.

ARTICLE VII

Directors

(a) Number. This corporation shall have two (2) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
Robert V. Fitzsimmons	2512 Abaco Avenue, Coconut Grove, Florida 33133
Diane U. Fitzsimmons	2512 Abaco Avenue, Coconut Grove, Florida 33133

(c) 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 condition upon shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE VIII

Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made party to an action, suit or proceeding, whether criminal, civil, administrative or investigate, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

Bylaws

This initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE X

Incorporator

The name and street address of the incorporator of this corporation are:

Robert V. Fitzsimmons
2950 S.W. 27th Avenue, Suite 200
Coconut Grove, Florida 33133

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation

to this reservation.

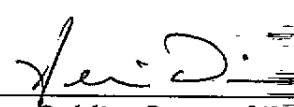
IN WITNESS WHEREOF, the incorporator has executed these Articles on February 12, 1999.



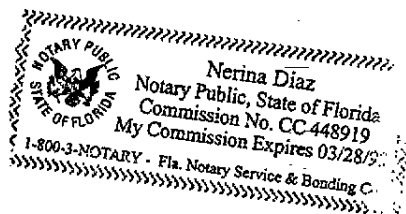
Robert V. Fitzsimmons

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 12th day of February, 1999 by Robert V. Fitzsimmons, who is personally known by me.



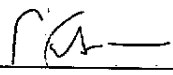
Notary Public, State of Florida



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Fitzsimmons & Associates
Real Estate Services, Inc., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at 2512 Abaco Avenue, Coconut Grove, Florida,
has designated Robert V. Fitzsimmons of 2950 S.W. 27th Avenue, Coconut Grove, Florida 33133
as resident agent to accept service of process within Florida.


Robert V. Fitzsimmons, Incorporator
and accepting the designation as
registered agent for Fitzsimmons
& Associates Real Estate Services, Inc.

Dated: 2/12/99

Having been named to accept service of process for the above stated 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.

FILED
99 FEB 22 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA