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Law Offices of
MAHAFFEY, LEITCH & BURGUNDER

800 West State Road 426, Suite A
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(407) 366-8708 and 366-3555

John D. Mahaffey, Jr.
Dougald B. Leitch
Karl A. Burgunder

Orlando Office:
3113 Lawton Road, Suite 225
Orlando, FL 32803
(407) 894-2081

REPLY TO: OVIEDO

FAX: (407) 366-8149
March 17, 1999

Division of Corporations
Attention: New Filings Department
P.O. Box 6327
Tallahassee, FL 32314

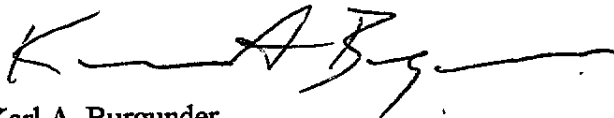
RE: D. Carr International, Inc.

Dear Sir or Madam:

Enclosed are the articles of incorporation for the above-referenced entity and a check for the \$70.00 incorporation and registered agent fee. Please return a conformed copy of the articles and the filing receipt in the enclosed envelope.

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*****70.00 *****70.00

Sincerely,



Karl A. Burgunder

enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
D. CARR INTERNATIONAL, INC.

The undersigned, as sole incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is D. CARR INTERNATIONAL, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE AND DURATION

The date of commencement of the existence of the corporation shall be upon the filing of these Articles, and the corporation shall exist perpetually.

ARTICLE III - PRINCIPAL OFFICE

The principal office and place of business of the corporation is 317 Portstewart Dr. Orlando, FL 32828. The corporation may, from time to time, change the principal office of the corporation or may designate such other offices and places of business as it deems necessary to carry out its purposes.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of providing real estate services and for any and all other lawful purposes without limitation.

ARTICLE V - CAPITAL STOCK

This corporation shall have one class of shares, designated as "common shares". The number of shares of stock that this corporation is authorized have outstanding at any one time is: one thousand and no/100 shares. The shares shall have no designated par value. Shares of this corporation shall be represented by share certificates duly issued according to Florida law and shall bear such notations as may be required by Florida Statute §607.0732(3), as the same may be amended from time to time. The holder of each common share shall be entitled to one vote as to all matters to which

Prepared by
and return to:
Karl A. Burgunder, Attorney at Law
MAHAFFEY, LEITCH & BURGUNDER
800 Westwood Square, Suite A
Oviedo, FL 32765
(407) 366-3555
Fla. Bar No. 980935

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voting is required by law, and shall be issued as the corporation shall determine.

ARTICLE VI - PRE-EMPTIVE RIGHTS

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Karl A. Burgunder, Attorney at Law, whose address is 800 Westwood Square, Suite A, Oviedo, FL 32765.

ARTICLE VIII - MANAGEMENT

Pursuant to Florida Statute §607.0732, the management of the corporation shall be carried out directly by the shareholders and no board of directors shall exist. A vote of the majority of shares issued and outstanding shall be required for all corporate actions. The shareholders managing the business of the corporation shall be vested with the same powers as otherwise would be vested in a board of directors, without limitation, and shall specifically retain the power to: create, empower, and dissolve a board of directors; declare dividends; make distributions (whether proportional to share ownership or otherwise); adopt, amend, or repeal bylaws; appoint, empower, compensate, and terminate officers; enter into contracts, indemnify officers and agents; delegate executive authority; establish procedures for resolving deadlock; or to dissolve the corporation. Notwithstanding the foregoing, no shareholder shall be entitled to vote his shares in any corporate matter unless such shareholder is 18 years of age in the case of natural persons. Voting rights of shareholders who are natural persons under age 18 shall instead be vested in such person's natural or legal guardian. On account of there being no common shares of stock issued by the corporation and no shares subject to any subscription agreement at the time of the filing of these Articles, the undersigned, being the sole incorporator, and pursuant to Florida Statute §§607.0732 (2)(a)1 and 607.0732(7), hereby deems these Articles to constitute a shareholder's agreement as required by F.S. §607.0732.

Prepared by
and return to:

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Karl A. Burgunder, Attorney at Law
MAHAFFEY, LEITCH & BURGUNDER
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ARTICLE IX - INITIAL OFFICER

The initial officer of the corporation is as set forth below. The officer shall serve at the pleasure of, and in such manner as, the shareholders shall determine.

1. Donavan Carr: President, Treasurer, and Secretary

ARTICLE X - INCORPORATOR

The name and address of the incorporator signing these articles is: Karl A. Burgunder, Attorney at Law, 800 Westwood Square, Suite A, Oviedo, FL 32765.

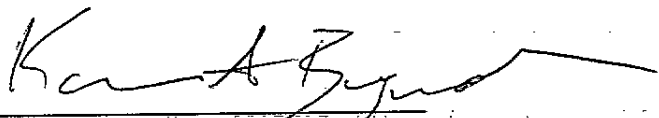
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer, director, shareholder, or incorporator, or any former officer, director, shareholder, or incorporator, to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or appeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of March, 1999 at Oviedo, Florida.



Karl A. Burgunder, Incorporator
Fla. Bar No. 980935
800 Westwood Square, Suite A
Oviedo, FL 32765

Prepared by
and return to:
Karl A. Burgunder, Attorney at Law
MAHAFFEY, LEITCH & BURGUNDER
800 Westwood Square, Suite A
Oviedo, FL 32765
(407) 366-3555
Fla. Bar No. 980935


DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida:

1. The name of the corporation is D. CARR INTERNATIONAL, INC.
2. The name of the registered agent is Karl A. Burgunder, Attorney at Law
3. The address of the registered office is 800 Westwood Square, Suite A, Oviedo, Florida 32765.

Having been named as registered agent and designated to accept service of process for the above corporation at the above named registered office, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of the duties, and states that the undersigned is familiar with and accepts the obligations of registered agent.

Dated this 17th day of March, 1999


Karl A. Burgunder

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