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SYLVIA E. HELDRETH, P.A.

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April 29, 1999

VIA AIRBOURNE

Dept. of State
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399

RE: D AND B REALTY INC.

Dear Madam or Sir:

100002858861--3

-04/30/99--01110--009

*****87.50 *****87.50

Enclosed you will find original and one copy of Articles of Incorporation for the above-referenced corporation together with a check in the amount of \$87.50 for filing fee, certified copy and Certificate of Status. Please file this charter and send this office a certified copy of the articles together with a Certificate of Status.

Please return the certified copy of the Articles of Incorporation and Certificate of Good Standing to us as soon as possible.

Kind regards,


Sylvia E. Heldreth

SEH/dkm

Enclosures
File #99-10128

FILED
1999 MAY 10 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Purinton MAY - 5 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 5, 1999

SYLVIA E. HELDRETH, P.A.
804 S.E. 47TH TERRACE
CAPE CORAL, FL 33904

SUBJECT: D AND B REALTY INC.
Ref. Number: W99000010498

We have received your document for D AND B REALTY INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 499A00024385

FILED

1999 MAY 10 PM 3:28

ARTICLES OF INCORPORATION
OF
D AND B REALTY INC. OF SOUTHWEST FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be D AND B REALTY INC. OF SOUTHWEST FLORIDA.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 100 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

Article V

The mailing address and the principal place for the transaction of its business shall be 2002 Del Prado Blvd., Suite 200, Cape Coral in the State of Florida 33990. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The initial Board of Directors shall consist of one (1) member, who need not be residents of the State of Florida or shareholders of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Robert J. Marion
2002 Del Prado Blvd., Suite 200
Cape Coral, FL 33990

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a

Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of the Board of Directors shall be:

Robert J. Marion, President, Secretary and Treasurer
2002 Del Prado Blvd., Suite 200
Cape Coral, FL 33990

Article IX

The name and post office address of the incorporators and initial subscribers of this corporation, with the number of shares subscribed for, are as follows:

100 shares - Robert J. Marion and Dolores Marion, husband and wife
828 SW 2nd Avenue
Cape Coral, FL 33991

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is 828 SW 2nd Avenue, Cape Coral, Florida, 33991 and the name of the initial registered agent of this corporation at that address is Robert J. Marion.

Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his 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 XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.



Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be

made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall insure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

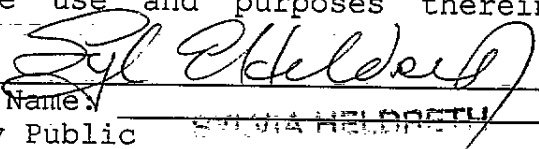
IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Cape Coral, FL, this 28 day of April, 1999.


ROBERT J. MARION

DOLORES MARION

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 28
day of April, 1999 by Robert J. Marion and Dolores
Marion, who is personally known to me or who has produced
driver license as identification, who did not take an oath
and who made and subscribed to the foregoing Articles of
Incorporation, and certifies and acknowledges that he/she made and
executed said certificate for the use and purposes therein
expressed.

My Commission Expires:


Print Name: _____

Notary Public _____



SYLVIA E HELDRETH
My Commission CC521944
Expires Jan. 02, 2000

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First That D AND B REALTY INC., ^{OF SOUTHWEST FLORIDA} desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, has named Robert J. Marion, located at 828 SW 2nd Avenue, City of Cape Coral, County of Lee, State of Florida, 33991 as its agent to accept service of process within this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Robert J. Marion
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 10 PM 3:28

FILED