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May 10, 1999

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314-6327

Re: Bressler Real Estate Co., Inc.

300002872583--3
-05/12/99--01065--006
****122.50 *****78.75

Dear Sir or Madam:

Enclosed is a check in the amount of \$122.50 in connection with the above corporation for the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

Thank you for your assistance in this matter. Please contact me if you have any questions.

Very truly yours,



James R. Lussier

JRL:pd

Enclosures

cc: David Bressler (w/encl.)

FILED
1999 MAY 12 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRESSLER REAL ESTATE CO., INC.

ARTICLE I

The name of this Corporation is Bressler Real Estate Co., Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100,000 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 9419 Belmont Terrace, Oviedo, Florida 32765. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is James R. Lussier.

ARTICLE V

The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the Director is:

FILED
1999 MAY 12 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name

Address

David E. Bressler

9419 Belmont Terrace
Oviedo, Florida 32765

ARTICLE VI

The name and address of the subscriber is David E. Bressler, 9419 Belmont Terrace, Oviedo, Florida 32765.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon

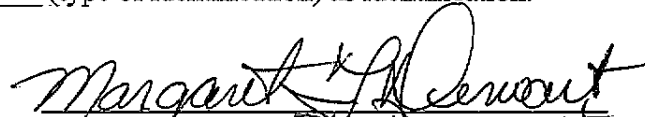
any transferee or successor of any party to such agreement.

DATED: May 7, 1999.

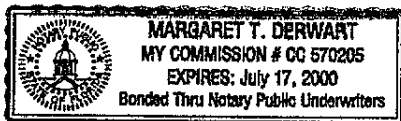

DAVID E. BRESSLER

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on May 7, 1999, by
DAVID E. BRESSLER. He is personally known to me or has produced
(type of identification) as identification.


Name: Margaret T. Derwart
(Print Name)

(AFFIX NOTARY SEAL)



Notary Public - State of Florida

My Commission Expires:

7/17/2000

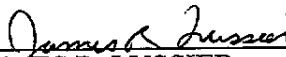
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

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

That Bressler Real Estate Co., Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Oviedo, Seminole County, State of Florida, has named James R. Lussier as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

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 agree to comply with the provisions of said Act relative to keeping open said office.



JAMES R. LUSSIER
(Registered Agent)