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W. DANIEL KEARNEY, ATTORNEY AT LAW

1329 U.S. HIGHWAY 301
NORTH RIVER BUSINESS CENTER
PALMETTO, FLORIDA 34221
USA

Phone 941-729-6838
Fax 941-729-1421

May 25, 1999

Secretary of State Department
of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
99 MAY 27 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: PARRISH REAL ESTATE CENTER, INC.

Gentlemen:

Enclosed please find original Articles of Incorporation with regard to the above, together with a check number 3200 in the amount of \$70.00 to cover the cost of filing.

Please file the Articles and return the appropriate receipt to the undersigned.

Thank you for your cooperation.

Very truly yours,



W. DANIEL KEARNEY

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ARTICLES OF INCORPORATION
OF
PARRISH REAL ESTATE CENTER, INC.

The undersigned, Acting as incorporator of the corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this Corporation is:

PARRISH REAL ESTATE CENTER, INC.

ARTICLE II

The purpose for which this Corporation is initially organized is for establishing and operating a real estate brokerage, and for the transaction of any and all lawful businesses for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE III

The Corporation shall have the authority to issue 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. There shall be only one class of shares.

ARTICLE IV

The initial street address of the registered office of the Corporation in the State of Florida shall be 1329 U. S. Highway 301, Palmetto, FL 34221, and the initial registered agent at such

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address shall be W. DANIEL KEARNEY.

ARTICLE V

The Corporation shall have one (1) Director The number of directors may be either increased or diminished from time to time by By-Laws, but shall never be less than the minimum number required by law. Directors need not be shareholders or residents of the State of Florida.

ARTICLE VI

The name and address of the principal place of business is:

PARRISH REAL ESTATE CENTER, INC. 12244 U. S. Highway 301
Parrish, FL 34219

ARTICLE VII

The name and address of the incorporator is:

WILLIAM B. KIPP 12244 U. S. Highway 301
Parrish, FL 34219

ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

By-Laws adopted by the Board of Directors or by the Shareholders may be repealed or changed, except that any By-Law adopted by the Shareholders shall not be altered, amended, or repealed by the Board of Directors, such power being reserved by the Shareholders.

ARTICLE IX

The Corporation reserves the right to amend or repeal 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 subscriber has executed these Articles of Incorporation on this 24 day of May, 1999.

William B Kipp
WILLIAM B. KIPP

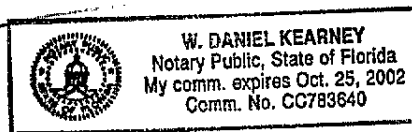
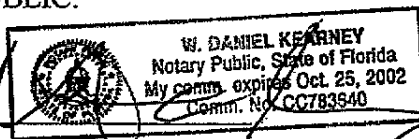
STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 24 day of May, 1999, by WILLIAM B. KIPP, who is the same person described in and subscribing the above Articles of Incorporation, and he acknowledged before me, according to law, that he executed the above Articles as his own free act and deed for the purposes and uses herein set forth and expressed.

SWORN TO AND SUBSCRIBED before me this 24 day of May, 1999.

NOTARY PUBLIC:

Sign: W. Daniel Kearney




State of Florida at Large (seal)
My Commission Expires:

Personally known to me OR PRODUCED identification Ray Kipp

Type of identification Produced _____

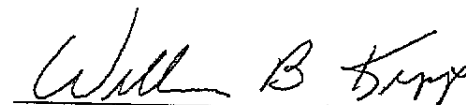
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First---That PARRISH REAL ESTATE CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in Parrish, County of Manatee, State of Florida, has named WILLIAM B. KIPP, 12244 U. S. Highway 301, Parrish, FL 34219, as its agent to accept service of process within said state.


SUBSCRIBER
WILLIAM B. KIPP

ACCEPTANCE:

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.


RESIDENT AGENT
WILLIAM B. KIPP

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SECRETARY OF STATE
TALLAHASSEE, FL 32310