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BARRY L. MILLER

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33 N. Summerlin Ave.
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June 10, 1999

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

Re: Gene Whitlock, P.A.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file same and return your certificate with one copy of the Articles time stamped from your office.

Thank you for your time and cooperation in this matter.

Very truly yours,



Barry L. Miller
Attorney at Law

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FILED
1999 JUN 24 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Purinton JUN 16 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 16, 1999

BARRY L. MILLER
33 N. SUMMERLIN AVE.
ORLANDO, FL 32801

SUBJECT: GENE WHITLOCK, P.A.
Ref. Number: W99000014028

We have received your document for GENE WHITLOCK, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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: 699A00032286

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1999 JUN 24 PM 3:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GENE WHITLOCK, P.A.**

The undersigned, desiring to form a professional corporation in accordance with the Florida General Corporation Act, for the practice of real estate, do hereby adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of this corporation shall be: GENE WHITLOCK, P.A.

**ARTICLE II
NATURE OF BUSINESS AND POWERS**

The objectives and purposes of this corporation and the general nature of the business to be transacted shall be as follows:

1. To primarily engage in the business of the practice of real estate as a real estate corporation.
2. To engage generally in the business of a real estate corporation as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.
3. To engage in such business as may be authorized or permitted by the laws of the State of Florida.

**ARTICLE III
TERMS OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE IV
CAPITAL STOCK**

The capital stock of the corporation shall consist of 7,500 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V
ADDITIONAL CAPITAL**

The corporation shall commence business with adequate capitalization.

ARTICLE VI
PRE-EMPTIVE RIGHTS

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporation convertible into or carrying a right to subscribe or acquire shares as issued by this corporation.

ARTICLE VII
REGISTERED AGENT & INITIAL REGISTERED OFFICE

The Registered Agent and the street address for the initial registered office of this corporation in the state of Florida shall be: Barry L. Miller, 33 N. Summerlin Avenue, Orlando, FL 32801.

The Board of Directors from time to time may move the Registered Office to any other address on the State of Florida.

ARTICLE VIII
CORPORATE PRINCIPLE OFFICE

The principle office and mailing address of the Corporation shall be:
33 N. Summerlin Avenue, Orlando, FL 32801

ARTICLE IX
BOARD OF DIRECTORS

The corporation shall be conducted by a board of Directors of not less than one (1) director. The name and address of the first director is: Gene Whitlock, 33 N. Summerlin Avenue, Orlando, FL 32801. The number may be increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE X
INCORPORATORS

The name and address of the person signing these Articles of Incorporation as the incorporator is: Gene Whitlock, 33 N. Summerlin Avenue, Orlando, FL 32801.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify any officers or directors, or former officers or directors, to the full extent permitted by law.

ARTICLE XII
OFFICERS

The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The number of Vice-Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors, or until their successors are elected and have qualified, the following shall be the first officers of the corporation: President and Treasurer - Gene Whitlock; Vice-President and Secretary - Gene Whitlock.

ARTICLE XIII

ANNUAL MEETING

The annual meeting of the stockholders shall be in the first week of January of each year or at such time as may be fixed by the by-laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The Officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors to be held annually immediately following the annual stockholders meeting.

The time, place and manner of calling meetings of the stockholders and directors shall be fixed by the by-laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of each of the officers and agents as the board may deem advisable and proper and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida, as such board may deem advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a Registered Agent as required by the laws of the State of Florida.

ARTICLE XIV

SPECIAL MEETING

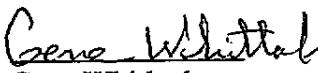
A special meeting of the incorporators and the Board of Directors shall be held on the call of the President, for the purpose of completing the organization of the corporation and for the adoption of the by-laws and for the transaction of such other business as may come before the meeting.

ARTICLE XV

AMENDMENT


These Articles of Articles of Incorporation may be amended in the manner provided in the by-laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation to be made.

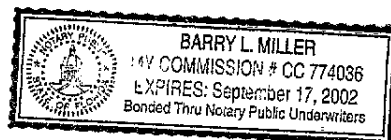
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 12 day of June 1999.


Gene Whitlock

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, Notary Public, personally appeared Gene Whitlock, to me known to be the person described as the incorporator and who executed the foregoing Articles of Incorporation, and has acknowledged before me that he subscribed to these Articles of Incorporation on the 12 day of June, 1999.


Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS FOR 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:

First, that Gene Whitlock, P.A. desiring to organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation at the city of Orlando, county of Orange,
State of Florida, has named Barry L. Miller, Esq. 33 N. Summerlin Avenue, Orlando, FL 32801 as
its agent to accept service of process within the state.

ACKNOWLEDGMENT:

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


Barry L. Miller

corp\whitlock.pa

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1999 JUN 24 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA