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THE LAW OFFICES OF
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PAMELA HUDDLESTON, Esq.
Family Law & Domestic Violence

CATHERINE B. PALUMBO, Esq.
Bankruptcy & Real Estate

June 25, 1999

EFFECTIVE DATE
5/11/99

Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

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-07/02/99-01066--006

*****78.75 *****78.75

RE: Fanny Key Management, Inc.

To Whom It May Concern,

Enclosed please find the original and two (2) copies of the Articles of Incorporation for Tortoise Realty, Inc..

Also enclosed is our check in the amount of \$^{78.75}~~122.50~~ as follows:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	8.75
Total	\$ 78.75

Please return the certified copy of the Articles of Incorporation to at the above address so I can promptly forward to my client, Thomas J. Palumbo.

Very truly yours,

Catherine B. Palumbo, Esq.

CBP/bia

Enclosures as stated;

99 JUL -2 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TS 7/8/99

ARTICLES OF INCORPORATION

OF

FANNY KEY MANAGEMENT, INC.

Article I - Name

EFFECTIVE DATE
7/1/99

The name of this corporation is **Fanny Key Management, Inc.**, and the corporations principal office and mailing address of the corporation shall be **664 South Patrick Drive, Satellite Beach, Florida 32937.**

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporation shall be July 1, 1999.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue **5000** shares of **\$1.00** par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VI - Special Provision

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **664 South Patrick Drive, Satellite Beach, FL 32937.** The name of the initial registered agent of this corporation at that address is **Thomas J. Palumbo.**

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Name	Address
Thomas J. Palumbo President, Vice President Secretary & Treasurer	664 S. Patrick Drive Satellite Beach, FL 32937

Article VIII

The name and address of the person signing these articles is: **Thomas J. Palumbo, 664 South Patrick Drive, Satellite Beach, FL 32937.**

Article IX - Bylaws

The power to adopt, alter, amend or reply bylaws shall be vested in the Board of Directors and the shareholders.

Article X - Director's Compensation

The shareholder of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

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

Article XII - Amendment

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

Article XIII - Subchapter "S" Election

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.


IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 25th day of June, 1999.


Thomas J. Palumbo

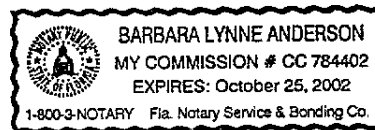
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 25th day of June, 1999, by Thomas J. Palumbo who is personally known to me or who has produced a Florida Driver's License as identification.


Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: **FANNY KEY MANAGEMENT, INC.**
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
THOMAS J. PALUMBO, 664 SOUTH PATRICK DRIVE, SATELLITE BEACH, FLORIDA 32937.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



THOMAS J. PALUMBO
Registered Agent

June 25, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED