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July 16, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****122.50 *****78.75

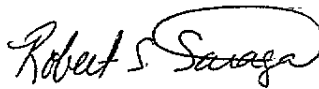
Re: GOOD REAL ESTATE, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-reference. Also enclosed is our check in the amount of \$122.50 for filing of the Articles. A self-addressed return envelope is enclosed for your convenience in the return of the certified copy of the Articles of Incorporation.

Thank you.

Sincerely yours,



ROBERT S. SARAGA

RSS/di

Enclosures

FILED
99 JUL 19 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

GOOD REAL ESTATE, INC.

FILED
99 JUL 19 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **GOOD REAL ESTATE, INC.** (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 1,000 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Palm Beach County, Florida, and its mailing address shall be:

940 Sweetwater Lane, Apt. 104
Boca Raton, Florida 33431

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

BALDOVIN, SARAGA & LIPSHY, P.A.
201 N.E. First Avenue
Delray Beach, Florida 33444

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Good President/Treasurer/Secretary/Director	940 Sweetwater Lane, Apt. 104 Boca Raton, Florida 33431

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, incorporator, and agents to the fullest extent permitted by law.

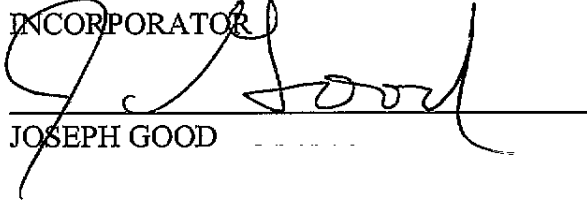
ARTICLE X

The names and address of the Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Good	940 Sweetwater Lane, Apt. 104 Boca Raton, Florida 33431

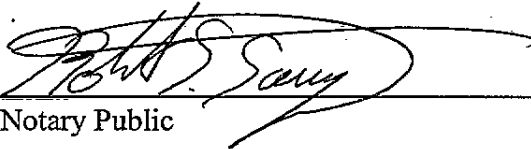
IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of July, 1999.

INCORPORATOR


JOSEPH GOOD

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15th day of July, 1999 by Joseph Good, who is personally known to me or who has produced _____ as identification.



Notary Public



ROBERT S SARAGA
My Commission CC537215
Expires Apr. 26, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

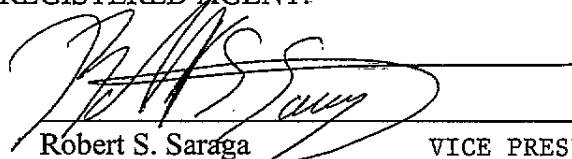
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is GOOD REAL ESTATE, INC.
2. The name and address of the registered agent and office is:

BALDOVIN, SARAGA & LIPSHY, P.A.
201 N.E. First Avenue
Delray Beach, Florida 33444

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.



Robert S. Saraga VICE PRESIDENT
(Name signing as registered agent)

Dated: July 15th, 1999