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CHARLES E. HUFF, P.A.
2203 S. E. 10TH LANE
CAPE CORAL, FLORIDA 33990

(941) 573-1560

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

FILED
99 AUG 18 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

As Incorporator of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

Enclosed are the following papers, together with my check:

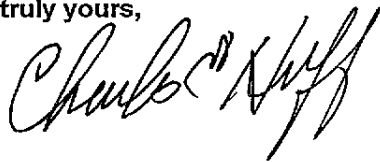
- a. Original and one copy of Certificate of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent;
- c. Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate
\$52.50 for certified copy
\$35.00 for Registered Agent Designation

Please return the certified copy as soon as possible.

400002962934--8
-08/18/99--01045--001
****122.50 *****78.75

Very truly yours,



CHARLES E. HUFF
PRESIDENT
CHARLES E. HUFF, P.A.

enclosure

R. VARNADORE AUG 24 1999

ARTICLES OF INCORPORATION

OF

CHARLES E. HUFF, P.A.

ARTICLE I. CORPORATION NAME

The name of the corporation is:

CHARLES E. HUFF, P.A.

The address of the corporation is:

**2203 S.E. 10TH LANE
CAPE CORAL , FLORIDA 33990**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in the purchase and sale of Real Estate and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1. (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

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ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**CHARLES E. HUFF
2203 S. E. 10TH LANE
CAPE CORAL , FLORIDA 33990**

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

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and the street address is:

**CHARLES E. HUFF
2203 S. E. 10TH LANE
CAPE CORAL, FLORIDA 33990**

The person named as the initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the INCORPORATOR is:

**CHARLES E. HUFF
2203 S. E. 10TH LANE
CAPE CORAL, FLORIDA 33990**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent
for CHARLES E. HUFF, P.A.



CHARLES E. HUFF
REGISTERED AGENT


BEFORE ME, a Notary Public, personally appeared CHARLES E. HUFF, to me known to
be the person described as Registered Agent and who executed the foregoing instrument
and he acknowledged before me that he executed the same.

WITNESS, my hand and official seal this 15th day of August, 1999.

My Commission Expires:




NOTARY PUBLIC

 Eleanor Jane Funk
My Commission CC688023
Expires October 12, 2001

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. 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 stockholders 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 be made.

IN WITNESS WHEREOF, the undersigned, as INCORPORATOR, has executed the foregoing Articles of Incorporation on this 15th day of August, 1999



CHARLES E. HUFF
CHARLES E. HUFF, P.A.
INCORPORATOR

BEFORE ME, a Notary Public, personally appeared CHARLES E. HUFF, known to be the person described as INCORPORATOR, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 15th day of August, 1999

My commission expires:



NOTARY PUBLIC



Eleanor Jane Funk
My Commission CC688023
Expires October 12, 2001

CHARLES E. HUFF, P.A.
2203 S. E. 10TH LANE
CLEARWATER, FLORIDA 33990

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TALLAHASSEE, FLORIDA

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

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

First: That CHARLES E. HUFF, P.A., is desiring to organize or qualify
under the law of the State of Florida with its principal place of business at 2203 S. E. 10TH
LANE, CITY OF CAPE CORAL, STATE OF FLORIDA, 33990, has named CHARLES E.
HUFF, located at 2203 S.E. 10TH LANE, CAPE CORAL, FLORIDA 33990 as its agent to
accept service of process within Florida.


CHARLES E. HUFF
PRESIDENT

8/16/99
DATE

Having been named to accept service of process for the above state corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


CHARLES E. HUFF
REGISTERED AGENT

8/16/99
DATE