

**Smith
Smith
&
Parker**

ATTORNEYS AT LAW, P.A.

P99000093049

Michael S. Smith
Stephen A. Smith, P.A.
Gregory S. Parker
Paul V. Smith
G. Cline Moore

October 18, 1999

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900003013489--9
-10/20/99-01044-007
*****78.75 *****78.75

Re: BIG BEND MLS, INC.

Dear Sir or Madam:

Enclosed herewith for processing are the original and one copy of the proposed Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$78.75 to cover the necessary charges.

If further information or monies are required, please contact our office. We would appreciate your returning to this firm a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,
MICHAEL S. SMITH

By: Lydia L. Williams
Lydia L. Williams

/llw
Encls.

FILED
99 OCT 20 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

BIG BEND MLS, INC.

FILED
99 OCT 20 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: BIG BEND MLS, INC.

ARTICLE II. CORPORATE DURATION

The duration of the corporation is perpetual. In accordance with Florida Statute section 607.0203 (1993), as amended, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after that date, then corporate existence shall commence upon filing by the Department of State.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

The corporation shall have all the powers of corporations generally under the laws of the State of Florida, and shall conduct business in, have one or more office in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.

To transact any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States of America.

To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure

the payment of the corporate indebtedness as required.

ARTICLE IV. CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as amended.

ARTICLE V. ADDRESS

The initial post office address of the principal place of business of this corporation in the State of Florida is: 316 West Green Street, Perry, Florida 32347. The Board of Directors may from time to time move the principal place of business to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors, initially. The number of directors may be increased or decreased from time to time by-laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the Board of Directors, the President, Vice President and Secretary/Treasurer who shall hold office for the first year of existence of the corporation, or until their successors in office shall have been elected and qualified, are:

OFFICERS

GRADY C. MOORE, JR.
316 WEST GREEN STREET
Perry, Florida 32347

- PRESIDENT

VIVIAN SHEFFIELD
1407 NORTH MAIN STREET
Perry, Florida 32347

- VICE-PRESIDENT, SECRETARY

ROY MILLIRON
100 SOUTH RANGE STREET
Madison, Florida 32347

- TREASURER

ARTICLE VIII. INCORPORATORS

The name and post office address of the incorporator signing these Article of
Incorporation is:


GRADY C. MOORE, JR.
316 West Green Street
Perry, Florida 32347

ARTICLE IX. REGISTERED AGENT

The agent named to accept service of process within this State is: GRADY C.
MOORE, JR., 316 West Green Street, Perry, Florida 32347.

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for BIG BEND MLS, INC. at
the place designated above, I hereby accept to act in this capacity and agree to comply
with the provisions of Chapter 48.091 of the Florida Statutes.


GRADY C. MOORE, JR.
REGISTERED AGENT

ARTICLE X. SHAREHOLDERS

The shareholders and number of shares of corporate stock which said shareholder
agrees to take shall be:

GRADY MOORE REAL ESTATE, INC. 150 shares
316 WEST GREEN STREET
Perry, Florida 32347

SHEFFIELD AND SHEFFIELD REALTY, INC. 150 shares
1407 WEST MAIN STREET
Perry, Florida 32347

ROY F. MILLIRON AND SUZANNE M. MILLIRON 100 shares
100 SOUTH RANGE STREET
Madison, Florida 32340

C.T. McWILLIAMS, JR. AND JEAN P. McWILLIAMS 100 shares
100 NORTH WASHINGTON STREET
Madison, Florida 32341

JIM SEARCY AND VIVIAN SEARCY 100 shares
201 WEST BASE STREET
Madison, Florida 32341

JIM BRENT MARSH 100 shares
1051/2 NORTH JEFFERSON STREET
Perry, Florida 32347

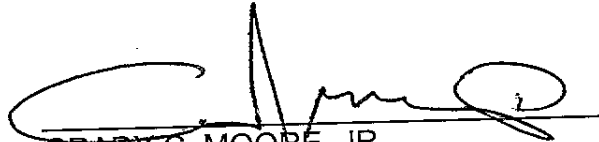
PROFESSIONAL REALTY OF PERRY 100 shares
522 SOUTH JEFFERSON STREET
Perry, Florida 32347

AL JONES 100 shares
115 WEST GREEN STREET
Perry, Florida 32347

KELLY AND KELLY PROPERTIES, INC. 100 shares
ROUTE 1 BOX 254
Monticello, Florida 32344

ARTICLE XI. 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 a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation may be made.


GRADY C. MOORE, JR.
SUBSCRIBER AND INCORPORATOR

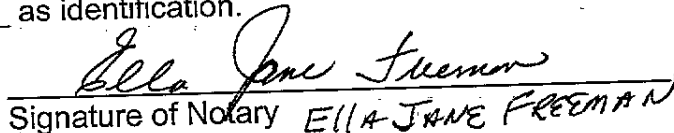
STATE OF FLORIDA)
COUNTY OF TAYLOR)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments and administer oaths in the State and County aforesaid, personally appeared GRADY C. MOORE, JR., as subscriber and incorporator, of BIG BEND MLS, INC., to me known and who acknowledged before me that he executed and subscribed to the foregoing Articles of Incorporation in the aforesaid capacities.

The foregoing instrument was acknowledged before me this 7th day of October, 1999, by GRADY C. MOORE, JR., who personally appeared before me at the time of notarization, and who:

- [X] is personally known to me.
[] produced current Florida driver's license as identification.
[] produced _____ as identification.

(Seal)


Signature of Notary ELLA JANE FREEMAN



ELLA JANE FREEMAN
My Commission CC498886
Expires Sep. 19, 1999