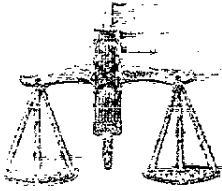


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Thomas C. Santoro

Attorney at Law



1700 Wells Road, Suite 5 • Orange Park, Florida 32073

Telephone (904) 278-8713 Facsimile (904) 278-8768

EMAIL: santoro@bellsouth.net

October 13, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

200003015742--2

-10/15/99--01040--005

*****70.00 *****70.00

RE: ~~Realty 2000 Florida, Inc.~~

Dear Sir/Madame:

Please find the enclosed for filing the following:

1. Articles of Incorporation
2. Assignment By the Sole Incorporator
3. Certificate of Designation of Registered Agent

I have also enclosed my check in the amount of \$70.00 to cover your filing fee for same. Please file stamp the additional copy that I have enclosed and return same in the enclosed self-addressed stamped envelope.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

A handwritten signature in black ink, appearing to be "T. Santoro".

THOMAS C. SANTORO

TCS/mcb
enc.

2544
W99-24083

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV - 1 AM 9:37

11/1/99



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV -1 AM 9:37

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 19, 1999

THOMAS C. SANTORO, ESQUIRE
1700 WELLS ROAD
SUITE 5
ORANGE PARK, FL 32073

SUBJECT: REALTY 2000 FLORIDA, INC.
Ref. Number: W99000024083

We have received your document for REALTY 2000 FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 699A00050408

10/25/99

Also
Return
File Stamp
copy
in
Enclosed
Envelope

Please ReFile
new Articles
with new name -
Thanks!

Michelle

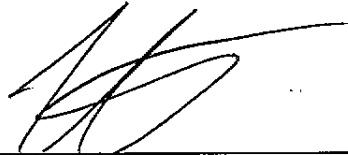
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV -1 AM 9:37

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
FLORIDA REALTY 2000, INC.

THOMAS C. SANTORO, ATTORNEY AT LAW, as sole incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following: VICKI REID

Dated: October 26, 1999



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904) 278-8713

ARTICLES OF INCORPORATION

OF

FLORIDA REALTY 2000, INC.

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99 NOV -1 AM 9:37

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: FLORIDA REALTY 2000, INC.

The address of the principal office of this corporation shall be 1807 Waterbury Lane, Orange Park, Florida 32073, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1700 Wells Road, Suite 5, Orange Park, Florida 32073, and the name of the initial registered agent of the corporation at that address is Thomas C. Santoro, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

VICKI REID
Dir./Pres./V-Pres./Sec./Treas.

1807 Waterbury Lane
Orange Park, Florida 32073

ARTICLE VII. SPECIAL PROVISION


This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 Wells Road, Suite 5
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned THOMAS C. SANTORO, ATTORNEY AT LAW, has hereunto set his hand and seal on October 26, 1999.



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

CERTIFICATE OF DESIGNATION OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

REGISTERED AGENT/REGISTERED OFFICE

99 NOV -1 AM 9:37

PURSUANT TO THE PROVISIONS OF SECTION 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 AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is: FLORIDA REALTY 2000, INC.
2. The name and address of the registered agent and office is:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 WELLS ROAD, SUITE 5
ORANGE PARK, FLORIDA 32073
(904) 278-8713

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.

Dated this 20th day of October, 1999.



THOMAS C. SANTORO, ESQUIRE