

P99000102274

Frank Carcaise

2143 Norvell Bryant Hwy. Lecanto, Florida 34461

November 17, 1999

Beth Register
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

Dear Ms. Register:

You have handled varies filings for me in the past and I wondered if I could prevail upon you once more. If this name is available, please file it and send the documents back to me in the enclosed package. If for some reason it is not available, please call me at 800-281-0092. .

Thanking you in advance for any consideration you may give me.

Sincerely:


Frank Carcaise

300003052653--4
-11/23/99--01024--006
*****122.50 *****78.75

Frank Carcaise GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art II - Principal office
DATE 11-23-99
EXAM BR

FILED
99 NOV 23 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 23 1999

ARTICLES OF INCORPORATION OF
CITRUS COUNTY REAL ESTATE, INC.

FILED
99 NOV 23 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is Citrus County Real Estate Inc.

ARTICLE II - NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1000) Shares of class A common stock having a par value of One (\$ 1.00) Dollar per share.

ARTICLE IV - PRE-EMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full pre-emptive rights.

ARTICLE V - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE
AND PRINCIPAL OFFICE OF THE CORPORATION

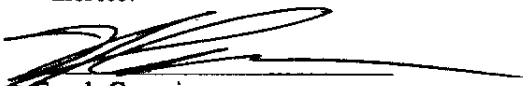
The corporation's initial Registered Agent and Registered Office in the State of Florida are as follows:

The principal office is the same as the registered office.

Frank Carcaise
2143 Norvell Bryant Hwy.
Lecanto, Florida 34461

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles Citrus County Real Estate Inc., I hereby accept such status and consent to act in this capacity and agree to comply with the requirements of law pertaining thereto.


Frank Carcaise

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the Board of Directors of the corporation is One (1). The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial director of the corporation is:

Cynthia A. Leach
203 Casurina Pt.
Beverly Hills, Florida 34465

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

Frank Carcaise
2143 Norvell Bryant Hwy.
Lecanto, Florida 34461

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 17th day of November 1999.

Witness

Witness

Frank Carcaise

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Frank Carcaise, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of November, 1999

Notary Public



Lisa M Bazemore
My Commission CC692067
Expires December 6, 2001

FILED
99 NOV 23 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA