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RISH, GIBSON & SCHOLZ, P.A.

ATTORNEYS AT LAW

206 E. FOURTH STREET

POST OFFICE BOX 39

PORT ST. JOE, FLORIDA 32457

FILED

99 DEC -6 AM 9: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE (850) 229-8211

FAX (850) 227-1619

WILLIAM J. RISH
THOMAS S. GIBSON
S. RUSSELL SCHOLZ

December 2, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

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****122.50 *****78.75

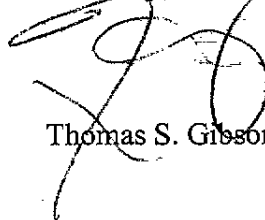
Re: Century 21 Gulf Coast Realty, Inc.

Dear Sir or Madam:

I have enclosed the original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and the cost of receiving a certified copy of the Articles of Incorporation. Please forward your certificate of incorporation and certified copy to me as soon as possible.

Thank you for your assistance in this matter.

Sincerely,



Thomas S. Gibson

TSG/pwr

Enclosure: as stated

PH 12/8/99

ARTICLES OF INCORPORATION

OF

CENTURY 21 GULF COAST REALTY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a for profit corporation under Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is *CENTURY 21 GULF COAST REALTY, INC.*, hereinafter referred to as the "Corporation." The principal office of the Corporation shall be 2010 Highway C-30, Port St. Joe, Florida, 32456.

ARTICLE II

DURATION

The duration of the Corporation is perpetual. Corporate existence shall commence upon the proper filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in real estate sales or purchases and property management and any other purpose authorized by Chapter 607, Florida Statutes.

ARTICLE IV

SHARES OF STOCK

The aggregate number of shares which the Corporation is authorized to issue is seven hundred

fifty (750). Such shares shall be of a single class consisting of common, voting stock and shall be of One and no/100 (\$1.00) Dollar par value.

ARTICLE V

REGISTERED AGENT

The initial registered agent for this corporation is THOMAS S. GIBSON, Attorney, and the initial registered office is located at 206 East Fourth Street, Port St. Joe, Florida, 32456.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

William J. Rish, Jr.
2010 Monument Avenue
Port St. Joe, FL 32456

Ronald B. Pickett
212 Gauiter Memorial Lane
Port St. Joe, FL 32456

The number of directors shall be fixed by the Bylaws and may be changed from time to time, but shall never be less than one nor more than five (5).

ARTICLE VII

OFFICERS

The number of officers constituting the initial officers of the Corporation is two (2). The name and address of each person who is to serve as an initial officer is:

William J. Rish, Jr.
President
2010 Monument Avenue
Port St. Joe, FL 32456

Ronald B. Pickett
Vice President and Secretary/Treasurer
2010 Monument Avenue
Port St. Joe, FL 32456

The number of officers for the Corporation shall be fixed by the Bylaws and may be changed from time to time.

ARTICLE VIII

BYLAWS

The Board of Directors shall have the authority to adopt, alter or amend the Bylaws for the Corporation by a majority vote at any directors' meeting.

ARTICLE IX

INCORPORATOR

The names and address of the incorporator is as follows:

William J. Rish, Jr.
2010 Monument Avenue
Port St. Joe, FL 32456

DATED this 2 day of December, 1999

CENTURY 21 GULF COAST REALTY, INC.

By: _____

William J. Rish, Jr.
William J. Rish, Jr., Incorporator

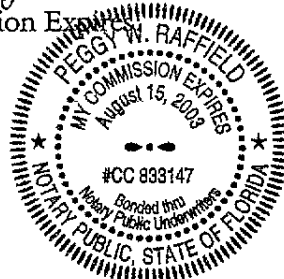
STATE OF FLORIDA
COUNTY OF GULF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM J. RISH, JR. as Incorporator of CENTURY 21 GULF COAST REALTY, INC., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification of the above-named person: Personally known

Witness my hand and official seal in the County and State last aforesaid this 2nd day of December, 1999.

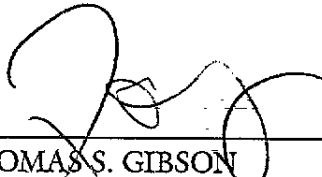
Peggy W. Raffield
Notary Public, State of Florida

My Commission Expires _____



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



THOMAS S. GIBSON
RISH, GIBSON & SCHOLZ, P.A.
206 EAST FOURTH ST
P. O. BOX 39
PORT ST. JOE, FL 32457
(850) 229-8211
FLORIDA BAR NO. 0350583

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TALLAHASSEE, FLORIDA