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From: Account Name : JEFFREY A. DOWD, P.A.
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FLORIDA NON-PROFIT CORPORATION

58th Street Properties, Inc.

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**ARTICLES OF INCORPORATION
FOR
58TH STREET PROPERTIES, INC.**

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is 58th STREET PROPERTIES, INC., (hereinafter "Corporation").

ARTICLE 2 - PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 12202 North 58th Street, Tampa, Florida 33617 and the mailing address shall be the same.

ARTICLE 3 - INCORPORATOR

The name and street address of the incorporator of this Corporation is Jeffrey A. Dowd whose address is 3016 US Highway 301 N, Suite 900, Tampa, Florida 33619.

ARTICLE 4 - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE 5 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

JEFFREY A. DOWD, P.A.
COUNSELOR AND ATTORNEY AT LAW
www.dowdlaw.com
Post Office Box 6190
BRANDON, FLORIDA 33508-6190 - (813) 653-9193

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ARTICLE 6 - TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE 7 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than members.

ARTICLE 8 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 9 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 10 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(e)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

JEFFREY A. DOWD, P.A.
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58th STREET PROPERTIES, INC.
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ARTICLE 11 - OFFICERS

The officers of the Corporation shall be:

President:	Greg Winger
Secretary:	Barry Wallace
Treasurer:	Charles Glass

whose address shall be the same as the principal office of the Corporation.

ARTICLE 12 - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation. The Directors of the Corporation shall be:

Greg Winger
Barry Wallace
Charles Glass

whose address shall be the same as the principal office of the Corporation.

ARTICLE 13 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 14 - 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 Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 15 - DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

JEFFREY A. DOWD, P.A.
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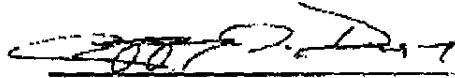
ARTICLE 16 - INDEMNIFICATION

The Corporation, upon a majority vote of the directors and members, may indemnify a director, officer, employee or agent of the Corporation against any and all suits, claims, or judgments, including attorney fees and costs, to the fullest extent permitted by law.

ARTICLE 17 - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent for the corporation shall be Jeffrey A. Dowd, P.A. whose address shall be the same as the registered office of the Corporation, which shall be located at 3016 US Highway 301 N, Suite 900, Tampa, Florida 33619.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30 September 2003.

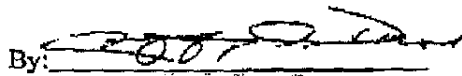


Jeffrey A. Dowd, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Jeffrey A. Dowd, P.A. having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

JEFFREY A. DOWD, P.A.



By: Jeffrey A. Dowd, President

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