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LAW OFFICE OF
RONALD P. TEEVAN, P.A.

200 N. GARDEN AVE.
SUITE A

RONALD P. TEEVAN

CLEARWATER, FLORIDA 33755

TELEPHONE (813) 461-0787

March 16, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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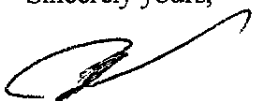
State of Florida
Division of Corporations
P.O Box 6327
Tallahassee, FL 32314

RE: STONEHEDGE REALTY, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for Stonehedge Realty, Inc. along with an original and one copy of the Certificate Designating Registered Agent. You will please find my client's check in the amount of \$70.00 for the filing fee. Once the Articles are filed, I would appreciate it if you would return the copy to me showing the date stamp thereon. If there is anything further that you need from me, please do not hesitate to call.

Sincerely yours,



Ronald P. Teevan

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enclosures

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ARTICLES OF INCORPORATION
OF
STONEHEDGE REALTY, INC.

I the undersigned incorporator, a natural person competent to do so, hereby make, subscribe, acknowledge and direct these Articles be delivered to and filed with the Department of State, State of Florida and these Articles of Incorporation are executed and acknowledged by the undersigned incorporator for the purpose of organizing a corporation for profit under the Florida General Corporation Act and set forth that:

ARTICLE I

Name

The name of this corporation is Stonehedge Realty, Inc.

ARTICLE II

Purpose

The general purpose or purposes for which this corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as the same now exists or as it may hereafter be amended. Without limiting the foregoing, this corporation is formed for the general purpose of conducting a real estate brokerage business which shall be primarily associated with the sale of proprietary interests and mobile homes in Stonehedge On The Hill, a cooperative mobile home park located in Tarpon Springs, Florida.

ARTICLE III

Common Stock

The aggregate number of shares which this corporation has authority to issue is One Hundred (100) shares of common stock with the par value of \$1.00 each, all of which shall have the same rights and privileges. There shall be no other type of class of stock.

Each share of common stock shall entitle the holder thereof to one vote at any shareholder's meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, but such consideration shall have a value of not less than par value of such shares. They may be paid for in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE IV

Principal and Registered Office

The street and mailing address of the principal office is 39820 US Highway 19 North, Tarpon Springs, Florida 34689. The name and address of the initial registered agent is:

<u>Name</u>	<u>Address</u>
Ronald P. Teevan	200 North Garden Avenue, Suite A Clearwater, Florida 33755

Meetings of the shareholders and directors of the corporation may be held at places within or without the State of Florida and the place or places for the holding of such meetings may be specified in the By-Laws or in the notice of the meeting.

ARTICLE V

Board of Directors

There shall be a minimum of three (3) director and the exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided in the By-Laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the shareholders and until the election and qualification of his successor or until the earlier resignation, death or removal from office.

All corporate powers shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of the corporation, who shall consist of a President, Vice President, Secretary and Treasurer, and such other officers and assistant officers as the Board of Directors may deem necessary, and it shall determine their compensation. All such officers and assistant officers shall have such rank, tenure or office powers and duties as may be prescribed by the By-Laws and the directors by appropriate resolution.

ARTICLE VI

First Board of Directors

The first Board of Directors shall consist of nine (9) members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Robert Vanatt	39820 US Highway 19 North, Lot 263 Tarpon Springs, Florida 34689
Ollen Jones	39820 US Highway 19 North, Lot 7 Tarpon Springs, Florida 34689
Walter Stumpff	39820 US Highway 19 North, Lot 44 Tarpon Springs, Florida 34689
Art Beetem	39820 US Highway 19 North, Lot 25 Tarpon Springs, Florida 34689
Lucille Casey	39820 US Highway 19 North, Lot 195 Tarpon Springs, Florida 34689

Don McGinnis	39820 US Highway 19 North, Lot 175 Tarpon Springs, Florida 34689
Bill Walpole	39820 US Highway 19 North, Lot 201 Tarpon Springs, Florida 34689
Linda Kosloski	39820 US Highway 19 North, Lot 35 Tarpon Springs, Florida 34689
Glen Kurtzell	39820 US Highway 19 North, Lot 230 Tarpon Springs, Florida 34689

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Robert Vanatt	39820 US Highway 19 North, Lot 263 Tarpon Springs, Florida 34689

ARTICLE VIII

Indemnification

The corporation shall indemnify every person who is serving or has served as a director, officer, employee or agent of the corporation, or, at its request of any other corporation, partnership, joint venture, trust, or other enterprise, in the manner and to the full extent permitted by the Florida General Corporation Act, subject to the limitations and conditions of such indemnification set forth therein, which indemnification shall not affect other rights to which such person may be entitled.

ARTICLE IX

Preemptive Rights

Every shareholder upon the sale of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro rata share at the same price and/or upon the same terms at which it is offered to others. This right shall be deemed waived by any shareholders who does not exercises it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise the preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

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 meeting by a majority of the stockholders entitled to vote thereon, unless all of the stockholders and all of the Directors sign a written statement showing their intention that a certain amendment to these Articles of Incorporation be made.

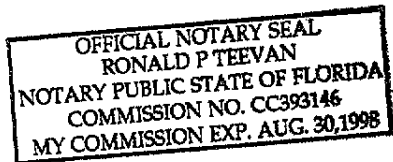
WITNESS WHEREOF my signature this 16th day of MARCH, 1998.

Robert Vanatt
Robert Vanatt
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 16th day of MARCH, 1998, by Robert Vanatt, who is personally known to me or who has produced a Florida driver's license as identification and did take an oath.

My commission expires:



[Signature]
Notary Public

Ronald P. Teevan
(Notary Public Print Name)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT STONEHEDGE REALTY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF TARPON SPRINGS, STATE OF FLORIDA, HAS NAMED RONALD P. TEEVAN, LOCATED AT 200 NORTH GARDEN AVENUE, SUITE A, CITY OF CLEARWATER, STATE OF FLORIDA, 33755 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


Ronald P. Teevan, Registered Agent

DATED: March 18th 1998

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