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April 24, 1998

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BOARD CERTIFIED
MARITAL & FAMILY LAW

LESLEY J. FRIEDSAM
BOARD CERTIFIED
MARITAL & FAMILY LAW
KRISTINA JONES FOSTER
MARITAL & FAMILY LAW

Return to
PIU ASAT

Attorneys' Title Insurance Fund, Inc.
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

200002502422--3
04/28/98-01020-009
****122.50 ****122.50

Gentlemen:

Re: FER III, Inc.

We are enclosing herewith two executed copies of Articles of Incorporation for the above corporation and two executed copies of Resident Agent Certificate, along with our check to the Secretary of State in the amount of \$122.50 to cover the filing fee and certified copy. Please call us after you have filed the corporation to give us the charter number and filing date, and return the certified copy to us by regular mail.

Very truly yours,

Joseph Garcia
JOSEPH GARCIA
Fund Member 2529

JG:jb

Enclosures

FernandezJohn\ATIF letter

RECEIVED
98 APR 28 AM 9: 14
DIVISION OF CORPORATION

FILED
98 APR 28 AM 11: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe APR 28 1998

ARTICLES OF INCORPORATION
OF
FER III, INC.

FILED
98 APR 28 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

FER III, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To buy, sell and own real estate.

To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real

and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

The capital stock of the corporation shall consist of 100 shares of common stock at \$10.00 par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is 3301 Bayshore Boulevard, Unit #504, Tampa, Florida 33629. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The name and post office address of the member of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth A. Fernandez	2611 Bayshore Blvd., #906 Tampa, FL 33629
John Fernandez	3301 Bayshore Blvd., #504 Tampa, FL 33629
Johnny A. Fernandez	14318 Ravenwood Lane Tampa, FL 33618

ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation, the number of shares of stock he agrees to take, and the value of the consideration therefor are:

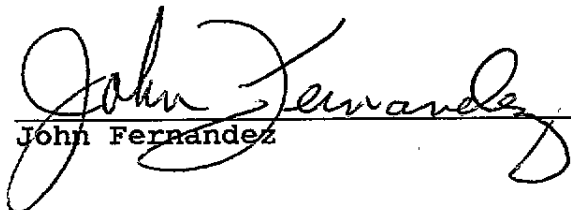
<u>NAME</u>	<u>ADDRESS</u>
John Fernandez	3301 Bayshore Blvd., #504 Tampa, Florida 33629 50 shares of common stock at \$10.00 par value

ARTICLE X

The 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 Stockholders' meeting by a majority of the stock entitled to vote therefor, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The Directors of this corporation shall be entitled to compensate themselves for their services to the corporation as Directors, provided that such compensation shall be set and approved by majority vote of all Directors.


John Fernandez

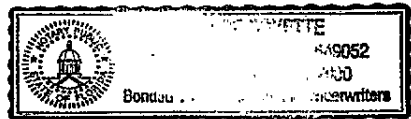
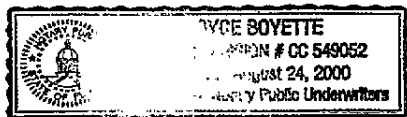
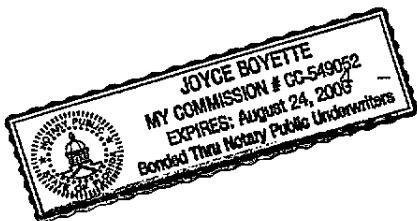
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOHN FERNANDEZ, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation, and who is personally known to me.

WITNESS my hand and official seal in the County and State named above this 24 day of April, 1998.



Fernandez\FER Articles



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FER III, INC. a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 3301 Bayshore Blvd., #504, Tampa, FL 33629, State of Florida, has named JOHN FERNANDEZ, located at 3301 Bayshore Blvd., #504, Tampa, FL 33629, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



John Fernandez, Registered Agent

FILED
98 APR 28 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA