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Wasserman & Walters

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

David A. Wasserman
Lawrence G. Walters
Scott R. Rost

June 11, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: 921 N. Mills Corp.

FILED
1999 JUN 15 PM 2:43
TALLAHASSEE, FLORIDA

Dear Correspondent:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our firm's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,

Lawrence G. Walters

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****122.50 *****78.75

LGW/cw
Encls.

228 Park Avenue North
Suite B
Winter Park, FL 32789
Tel (407) 539-1140
Fax (407) 539-1126
e-mail: info@1st-amendment.com

Aircraft accessible office:
Spruce Creek Fly-In
210 Cessna Blvd.
Suite A
Daytona Beach, FL 32124
Tel (904) 760-8890

Reply to: Winter Park

JUN 16 1999

**ARTICLES OF INCORPORATION
OF
921 N. MILLS CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be 921 N. Mills Corp.

ARTICLE II. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 921 N. Mills, Orlando, Florida 32803.

ARTICLE III. MAILING ADDRESS

The mailing address of the Corporation is 921 N. Mills, Orlando, Florida 32803.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of common capital stock at a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for

Articles Of Incorporation Of 921 N. Mills Corp.

sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board Of Directors is: Peter Moeller, 3110 Raven Road, Orlando, Florida 32803.

Articles Of Incorporation Of 921 N. Mills Corp.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

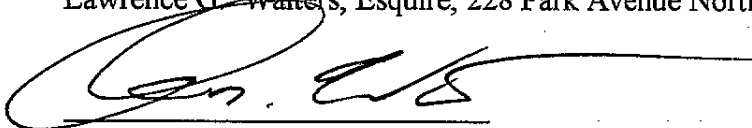
ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The name of the individual who shall serve as this corporation's initial registered agent and address is: Lawrence G. Walters, Esquire, 228 Park Avenue North, Suite B, Winter Park, Florida 32789.

ARTICLE X. INCORPORATOR

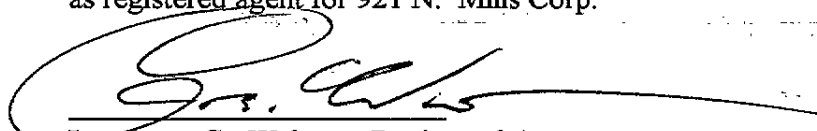
The name and address of the individual who shall serve as this corporation's incorporator are:

Lawrence G. Walters, Esquire, 228 Park Avenue North, Suite B, Winter Park, Florida 32789.

A handwritten signature in dark ink, appearing to read 'L. Walters', is written over a horizontal line.

Lawrence G. Walters - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of 921 N. Mills Corp. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for 921 N. Mills Corp.


Lawrence G. Walters - Registered Agent

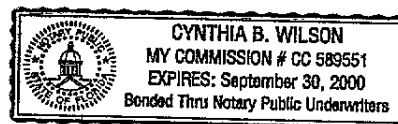
State Of Florida
County Of Orange

On 6/11/99, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of 921 N. Mills Corp.



Notary Public - State of Florida
my commission expires: _____

(SEAL)



Articles Of Incorporation Of 921 N. Mills Corp.

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CLERK OF COURT
TALLAHASSEE, FLORIDA