H. ANTHONY HEIST Admitted Florida & New Jersey

DAVID R. WEISSE Admitted Florida & Connecticut HEIST & WEISSE, P.A.

1661 Estero Blvd., Ste. 20 Post Office Box 2514 Ft. Myers Bch, FL 33932 941-463-1765 941-463-3911 Fax 1-800-253-8428 1-800-367-9038 Fax Other Locations 8001 N. Dale Mabry Hwy. Suite 501-A Tampa, FL 33614

> 37 N. Orange Ave. Suite 500 Orlando, FL 32801

August 16, 2002

Secretary of State State of Florida Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

000007228190--0 -08/20/02--01063--004 *****70.00 ******70.00

Re: Incorporation of Lee-Collier Chapter of the National Association of Residential Property Managers, Inc., a Florida Non-Profit Corporation

Dear Sir/Madam:

HAH:cs Enc.

Enclosed please find a check in the amount of \$70.00, payable to the Secretary of State, State of Florida, in payment of the filing of the Articles of Incorporation

Thanking you in advance for your cooperation, I remain,

Very truly yours,

H. Anthony Heist

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PILED

02 AUG 20 AM ID: 02

SECRETARY OF STATE ALLAHASSLE, FLORIDA

Bm 8/21

ARTICLES OF INCORPORATION

OF

LEE - COLLIER CHAPTER OF THE NATIONAL ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS, INC., A FLORIDA NONPROFIT CORPORATION

The undersigned, acting as incorporator of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is LEE - COLLIER CHAPTER OF THE NATIONAL ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS, INC.

ARTICLE II - PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

4040 DEL PRADO BLVD. CAPE CORAL, FL 33904

ARTICLE III - PURPOSE

This corporation is organized to establish a permanent trade association in the residential property management industry in the state of Florida; to promote a standard of business ethics, professionalism, and fair practices among its members; to establish and promote education of its members; and to provide and promote an exchange of ideas regarding residential property management; to exercise all rights and powers conferred by the laws of the State of Florida upon Nonprofit corporations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes. The corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code.

ARTICLE IV - MANNER OF ELECTION

The by-laws shall provide for the manner in which future directors are elected or appointed. The original board of directors shall be:

FRANCINE FERRI 4040 DEL PRADO BLVD. CAPE CORAL, FL 33904

KARLA THURMER 1515 CAPE CORAL PKWY. CAPE CORAL, FL 33904

DARLENE SIMONS 1415 COLONIAL BLVD. FORT MYERS, FL 33907 OZ AUG ZO AMIO: OZ

ARTICLE V - LIMITATION OF CORPORATE POWERS

This Corporation shall be subject to all rules, regulations, ethics, standards and by-laws of the National Association of

Residential Property Managers, Inc., and no by-laws of this corporation shall conflict with those of the National Association of Residential Property Managers, Inc.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
The street address of the initial registered office of this
corporation and the name of the initial registered agent at this address is as follows:

> H. ANTHONY HEIST ATTORNEY AT LAW 1661 ESTERO BLVD., SUITE 20 FORT MYERS BEACH, FL 33931

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator for these articles of incorporation is:

> FRANCINE FERRI 4040 DEL PRADO BLVD. CAPE CORAL, FL 33904

The undersigned incorporator has executed these Articles of Incorporation this 270 day of _________, 2002.

Signature of Incorporator: FRANCINE FERRI - INCORPORATOR

STATE OF FLORIDA COUNTY OF LEE

NOTARY DUBLIC -SIGNATURE ABOVE

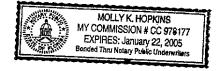
NOTARY NAME - MON

COMMISSION NUMBER

COMMISSION EXPIRATION DATE

(Notary Name/Commission number/Exp. Date to be typed or printed)

(NOTARY SEAL)



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of state of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

The name of the corporation is LEE - COLLIER CHAPTER OF THE NATIONAL ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS, INC.

The name and address of the registered agent is:

H. ANTHONY HEIST ATTORNEY AT LAW 1661 ESTERO BLVD., SUITE 20 FORT MYERS BEACH, FL 33931

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

H. ANTHONY HEIST, ATTORNEY

S-16 , 2002 DATE