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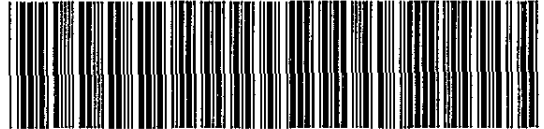
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Incorporators, Inc.

Mark S. Hankins
President
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637

May 9, 2003

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

RE: JRM Management, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 28, 2003

MARK S. HANKINS
8875 HIDDEN RIVER PKWY STE 300
TAMPA, FL 33637

SUBJECT: JRM MANAGEMENT, INC.
Ref. Number: W03000015140

We have received your document for JRM MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 503A00033514

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REMBRANDT GARDENS AT SOUTH BAY, INC.

A Florida Corporation Not For Profit

WE, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under the following provisions:

ARTICLE I - THE NAME OF THE CORPORATION

The name of the Corporation shall be REMBRANDT GARDENS AT SOUTH BAY, INC. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the initial principal office and mailing address of the Corporation shall be 4228 W. Monet CT Tampa, Florida 33616.

ARTICLE III - PURPOSES

The purpose and objects for which this Corporation is formed are as follows:

(a) To improve the quality of life and resident satisfaction, and participate in self-help initiatives, to enable residents to create a positive living environment for families living in public housing.

(b) To operate as an exclusively religious, charitable, scientific, literary and educational corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this corporation shall not carry on activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, including but not limited to no substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) To perform any operation and to conduct any affairs authorized by the Florida Corporations Not for Profit Code, and to conduct and perform any and all activities that may be related, no matter how remotely, to any of the foregoing purposes.

ARTICLE IV - MEMBERS

Section 1. Members. The corporation shall have one class of members, and the rights, powers and privileges of all members shall be equal.

Section 2. Qualifications. Membership in this corporation is open to all persons who express their intention to support REMBRANDT GARDENS AT SOUTH BAY.

Section 3. Admission. To be admitted as a member of the Corporation, one must be elected by the Board of Directors of the Corporation. Election of a member by the Board of Directors shall evidence the Board's determination that the person elected has met the qualifications for membership and such determination shall be conclusive for the purposes of the Corporation. The Board shall meet from time to time, at such times, as the Board deems necessary or appropriate to elect new members.

Section 4. Termination. The death or resignation of any member or the removal of any member by the Board of Directors, with or without cause, shall automatically terminate the membership of such person in the Corporation.

Section 5. Liabilities of Members. No member of the Corporation now or hereafter elected, shall be personally liable

to the creditors of the Corporation for any indebtedness or liability and any and all creditor shall look only to the assets of the Corporation for payment. No member shall be liable for any dues or assessments.

Section 6. Property Rights. The members of the Corporation shall have no property rights in the assets of the Corporation, upon dissolution or otherwise.

Section 7. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE V - TERM

This corporation shall have a perpetual existence.

ARTICLE VI -INCORPORATOR

The name and address of the incorporator forming this corporation not for profit is as follows:

Bruce A. Williams
4210 W. Rembrandt DR, #12
Tampa, FL 33616

ARTICLE VII - DIRECTORS

The government of and the management of the affairs of the Corporation shall be vested in a Board of Directors composed of members of the Corporation in good standing, which Board of Directors shall be elected by the members of the Corporation a

the annual meeting of such members which shall be held in accordance with the Bylaws, but such number shall never be less than three (3). The names and addresses of the initial Board of Directors of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Edith Fernandez | 4238 Rembrandt DR W, APT 40 Tampa, FL 33616 |
| Belinda Whitfield | 4202 Goya CT, APT 150 Tampa, FL 33616 |
| Bruce A. Williams | 4210 Rembrandt DR W, APT 12 Tampa, FL 33616 |
| Rang Van Le | 4230 Rueben CT, APT 74 Tampa, FL 33616 |

ARTICLE VIII - PROPERTY OF THE CORPORATION

The property of this corporation is irrevocably dedicated to nonprofit purposes and no part of the net income or assets of this corporation shall inure to the benefit of any Director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for religious purposes and

which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or its successor provisions. Such distribution is hereby further restricted to entities which, at the time of such distribution, pursue similar goals as REMBRANDT GARDENS AT SOUTH BAY. Provided, however, the foregoing further restriction shall not apply if, after a diligent search by the Board of Directors, no tax exempt entity can be found which satisfies such further restriction.

ARTICLE IX - AMENDMENTS

The Articles of Incorporation for this Corporation may be amended by a majority vote of the Directors present at any regular or special Board of Directors meeting, provided that a quorum is present at such meeting, and further provided that at least ten (10) days written notice is given to each Director setting forth the intention to amend the articles of incorporation at such meeting.

The Bylaws of the Corporation may be adopted, amended or rescinded by a majority vote of the Directors present at any regular or special Board of Directors meeting, provided that a quorum is present at such meeting, and further provided that at least ten (10) days written notice is given to each Director

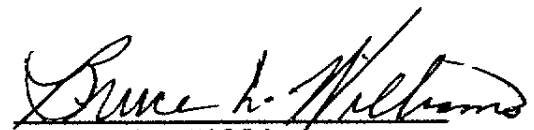
setting forth the intention to make, amend or rescind any of the bylaws at such meeting.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and initial registered agent of this corporation shall be as follows:

Bruce A. Williams
4210 W. Rembrandt DR, #12
Tampa, FL 33616

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this June 17, 2003.


Bruce A. Williams
Incorporator

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03 JUN 30 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is REMBRANDT GARDENS AT SOUTH
BAY, INC.
2. The name and address of the registered agent is:

Bruce A. Williams
4210 W. Rembrandt DR, #12
Tampa, FL 33616

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.


Bruce A. Williams