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Real Estate Acquisition & Developers

September 23, 2005

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

Subject: Magnolia Business Park Property Owners Association, Inc.

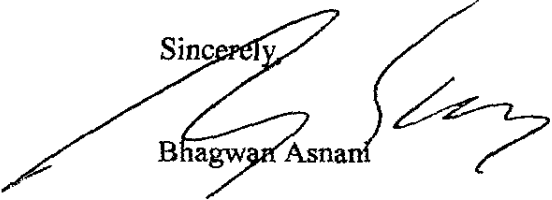
Enclosed Please find one original and two copies of the Articles of Incorporation and a check in the amount of \$87.50 to cover the cost of the Filing Fee, Certified Copy and a Certificate of Status.

Please return all completed documents and certificate of incorporation to:

Bhagwan Asnani
Interstate Holdings, Inc
431 E. Horatio Avenue
Suite 110
Maitland, Florida 327851
(407) 678-7661

Thank you for your help and assistance on the matter.

Sincerely,


Bhagwan Asnani

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAGNOLIA BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.
(A corporation not for profit)**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME AND DURATION

The name of the corporation is Magnolia Business Park Property Owners Association, Inc., ("Association") and its duration shall be perpetual. The principal place of business and mailing address of the Association is at 431 Horatio Avenue, Suite 110, Maitland, Florida 32751.

ARTICLE II

PURPOSE AND POWERS

The purpose of this corporation is to provide for a unified effort in protecting the value of the property of the members of the corporation in accordance with the Restrictions and Easements for the Magnolia Business Park as recorded in the public records of Flagler County, Florida at Official Records Book 1159, Page 872, et seq. (the "Declaration"). The terms used herein shall have the same meanings as those ascribed to them in the Declaration, unless the context would prohibit. The Association will exercise all the powers and privileges and perform all of the duties and obligations of the corporation as defined and set forth in these Articles, and Bylaws and the Declaration. Additional land may be made subject to the Declaration and any unplanted land or land within Tract A, B, C, D, E, AND F may be released from the Declaration.

The Association shall also have all powers granted by statutory and common law not in conflict with the terms of the Declaration and these Articles, and the terms, conditions, covenants and restrictions contained in the Subdivision Plat of Magnolia Park Phase I, as recorded in the Public Records of Flagler County. The powers of the Association include the establishment and enforcement of the payment of charges or assessments as provided in the Declaration, the power to contract for the management of the Association, the sale of property in Tracts A thru F, the establishment of easements on association land, the control of easements dedicated to the Property Owners Association and engagement in such other lawful activities as may be to the mutual benefit of the members and their property.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit and the development order requirements issued by the City of Palm Coast and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the personal benefit of any member or individual, firm or corporation.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE III

MEMBERSHIP VOTING RIGHTS AND ASSESSMENTS

Section 1. Membership. Every person who is a record owner of a fee interest in any real property which is made subject to the Declaration shall be a member of the Association. Membership shall be appurtenant to and inseparable from such ownership and shall automatically terminate when the person no longer owns any real property subject to the Declaration, whether that divestiture is voluntary or involuntary. Where real property is owned by more than one natural person, partnership, corporation, or other legal entity, the composite title holder shall constitute one member of the Association. Each member shall have one membership, regardless of the amount of real property subject to the Declaration owned by that person.

Section 2. Voting Rights. Every member of the Association who owns real property, subject to the Declaration shall be entitled to vote on all Association matters requiring a vote of the membership. The number of votes held by a particular member shall be equal to the number of acres owned by the member that are subject to the Declaration rounded to the nearest acre but not less than one vote. Fractions of votes required by ownership of fractions of whole acres shall be computed to the nearest one hundredth. All votes of a particular member shall be cast by the Voting Member designated by a member. In the case of members who are natural persons, that member shall be presumed to be the Voting Member for that membership. All other members shall file a written designation of their Voting Member with the Secretary of the Association.

Section 3. Assessments for Operating Expenses. Every member of the Association shall be responsible for that member's prorata share of the operating expenses of the Association, including the maintenance of the common areas owned or used by the Association for the benefit of the members. Each member's prorata share shall be computed at least annually, based on a projected budget prepared by or at the direction of the Board of Directors, and shall be paid annually or monthly in advance at the discretion of the Board of Directors. The prorata share of each member shall be the dollar amount arrived at by multiplying the total annual budget for the

Association by a percentage of total parcels subject to the Declaration, at the time the computation is made, excluding any parcels or tracts designated by the plat for future development, parcels owned by or dedicated to the City or St. Johns River Water Management District or used as common areas by the Association for the benefit of the members. All percentages so computed so that the total of all percentages so computed equals one hundred (100%). The Board of Directors shall have the power to revise the budget and recompute the prorata shares as necessary, upon notice to the members, in order to fund any deficit in the operation of the Association.

ARTICLE IV

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of three (3) persons. Directors need not be members of the corporation. The names and addresses of the persons who are to serve initially on the Board of Directors until the first election thereof are:

Bhagwan Asnani	431 Horatio Avenue, Suite 110, Maitland, Florida
Andrew DeCandis	409 Triple Crown Lane, Jacksonville, Florida
Martha Bearden	431 Horatio Avenue, Suite 110, Maitland, Florida

The Directors shall be elected as provided for in the By-Laws of the Association.

ARTICLE V

OFFICERS

Officers shall be elected by the Board of Directors and shall consist of a President, Vice President(s), Treasurer and Secretary. The officers need not be members of the corporation and, with the exception of the President; one individual may hold more than one office. The officers who shall serve until the first election under these Articles are:

Bhagwan Asnani	President
Andrew DeCandis	Vice President
Martha Bearden	Secretary/Treasurer

ARTICLE VI
INDEMNIFICATION

Section 1. **Indemnification.** The Association shall indemnify any person who was or is a party to any pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. However no indemnification shall be made in respect to any claim, issue or matter in which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his or her duty to the Association. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful.

Section 2. **Approval.** Any indemnification under Section 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of the directors who were not parties to such action, suit or proceeding, or (b) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion, by a majority of the members.

Section 3. **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of said action, if it is authorized by the Board of Directors or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 4. **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise.

Section 5. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, insuring against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator for these Articles of Incorporation:

Bhagwan Asnani 431 E. Horatio Avenue, Suite 110, Maitland, Florida 32751

ARTICLE VIII
BY-LAWS

The By-Laws are to be written and approved by the Board of Directors. Until the first annual meeting, the By-Laws may be amended, altered or rescinded by unanimous vote of all the Directors. The By-Laws may thereafter be adopted, amended, altered or rescinded only with the approval of not less than fifty-one percent (51%) of all the Directors or not less than fifty-one percent (51%) percent of the votes of the Association that are represented in person or by proxy at a duly called meeting of the Association.

The By-Laws shall include the time and place for annual meetings and for regular and special meetings, quorum requirements, the manner of electing directors and officers and voting requirements.

ARTICLE IX
AMENDMENT OF ARTICLES

Section 1. Manner of Amendment. These Articles of Incorporation may be amended, altered or rescinded only with the approval of not less than fifty-one percent (51%) of all the Directors and not less than fifty-one percent (51%) of the votes of the Association that are represented a person or by proxy at a duly called meeting of the Association.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 431 Horatio Avenue, Suite 110, Maitland, Florida 32751 and the name of the initial, registered agent of this Corporation is Bhagwan Asnani.

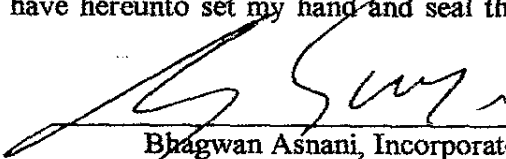
ARTICLE XI
DISSOLUTION

The Association may be dissolved, consistent with the applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by members representing not less than ninety percent (90%) of the votes in the Association. No such dissolution shall be effective unless the appropriate local government has accepted dedication and maintenance of any existing roads and other common areas then owned or maintained by the Association or some equivalent means of maintenance has been provided for such common areas.

ARTICLE XII
NO STOCK OR DIVIDENDS

There shall be no dividends to any of the members. This Corporation shall not issue shares of stock of any kind or nature whatsoever.

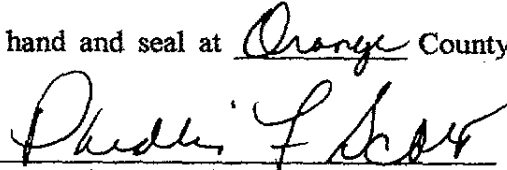
I, the undersigned, being the Incorporator hereto, hereby subscribe to these Articles of Incorporation and in witness whereof, I have hereunto set my hand and seal this 23rd day of September, 2005.


Bhagwan Asnani, Incorporator

STATE OF FLORIDA
COUNTY OF Orange

BEFORE ME, the undersigned authority, personally appeared Bhagwan Asnani, and acknowledged before me that he executed the above and foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Orange County, Florida, this 23 day of Sept, 2005.


NOTARY PUBLIC



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

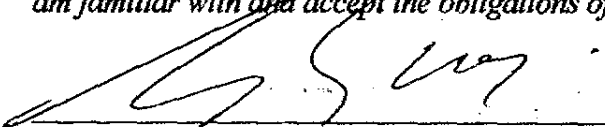
1. The name of the corporation is:

MAGNOLIA BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

BHAGWAN ASNANI
431 Horatio Avenue, Suite 110, Maitland, Florida 32751

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.

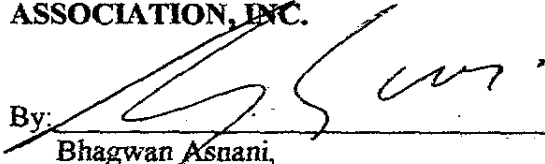

(Signature)

9. 23.-05
(Date)

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS**

Pursuant to Section 617.0501, Florida Statutes, MAGNOLIA BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC. desiring to incorporate under the laws of the State of Florida, hereby designates Bhagwan Asnani at 431 Horatio Avenue, Suite 110, Maitland, Florida 32751, as its Registered Agent and the street address of its office, respectively, for the service of process within the State of Florida.

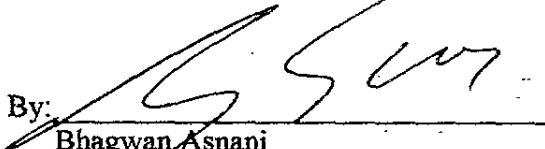
**MAGNOLIA BUSINESS PARK PROPERTY OWNERS
ASSOCIATION, INC.**

By: 

Bhagwan Asnani,
Its Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as Registered Agent of MAGNOLIA BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC. for the service of process within the State of Florida.

By: 

Bhagwan Asnani

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