

**CORPORATE
ACCESS,
INC.**

PO0000030337

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

3/23/00

CERTIFIED COPY

CUS

PHOTO COPY

FILING

Articles

FILED
00 MAR 24 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) First Residential Florida, Inc
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

200003182562--1
-03/24/00--01009--021
*****70.00 *****70.00

RECEIVED
00 MAR 24 AM 9:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

T. SMITH MAR 27 2000

ARTICLES OF INCORPORATION
OF
FIRST RESIDENTIAL FLORIDA, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: **FIRST RESIDENTIAL FLORIDA, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2525 S.W. 3rd Avenue, Suite 304, Miami, Florida 33129.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time are: 100 with \$1.00 par value.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Michael Giasi and the mailing address of its initial agent is: 2525 S.W. 3rd Avenue, Suite 304, Miami, Florida 33129.

ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Barbara Pizzo, 701 Renner Road, Wilmington, Delaware 19810.

FILED
00 MAR 24 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

DURATION

The duration of the corporation shall be perpetual.

ARTICLE VII

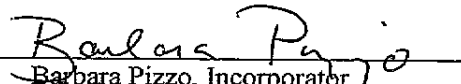
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the person who is to serve as member of the initial board of directors of the corporation is as follows:

Michael Giasi, 2525 S.W. 3rd Avenue, Suite 304, Miami, Florida 33129.

The undersigned incorporator has executed these Articles of Incorporation this twentieth day of March, 2000.


Barbara Pizzo, Incorporator
Corporate Consulting Ltd.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: **FIRST RESIDENTIAL FLORIDA, INC.**

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

MICHAEL GIASI

(Name)

2525 S.W. 3RD AVENUE, SUITE 304

(P.O. Box or Mail) Drop Box **NOT** ACCEPTABLE)

MIAMI, FLORIDA 33129

(City/State/Zip)

FILED
00 MAR 24 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent 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.

Michael Giasi

(Print name)

[Signature]

(Signature)

3.17.2000

Date