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NUSSBAUM & NUSSBAUM

ATTORNEYS AT LAW

1851 EXECUTIVE CENTER DRIVE, SUITE 102

JACKSONVILLE, FLORIDA 32207

WILLIAM NUSSBAUM

BOARD CERTIFIED REAL ESTATE LAWYER
TRIAL PRACTICE

MARY STEPHENSON NUSSBAUM

TELEPHONE

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April 4, 2000

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee FL 32314

100003196621--0
-04/05/00--01037--009
*****78.75 *****78.75

Re: Emerson Street Properties, Inc.

Gentlemen or Ladies:

Enclosed are Articles of Incorporation for the above corporation, together with my statement of acceptance of appointment as registered agent. I have determined that the requested name should be acceptable; if you disagree, please contact me immediately by telephone.

My office account check for \$78.75 is enclosed for the filing fee, designation of registered agent, and for a certificate of status. Please file these and then send to this office your notice of filing and a certificate of status.

Thank you for attending to this for me.

Very truly yours,

William Nussbaum

William Nussbaum

WN/lk

FILED
00 APR -5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO COPY

T. Burch APR 11 2000

FILED

ARTICLES OF INCORPORATION

NO APR -5 AM 10:30

EMERSON STREET PROPERTIES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this corporation is EMERSON STREET PROPERTIES, INC.

ARTICLE II
CORPORATE EXISTENCE

The existence of this corporation shall commence on the signing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The general nature of the business to be transacted by this corporation is to own commercial rental properties and for the purpose of transacting any and all other lawful business or businesses as the stockholders may decide.

ARTICLE IV
PRINCIPAL OFFICE

The address and principal office of this corporation is 2218 Park Street, Jacksonville, FL, 32204.

ARTICLE V
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of capital stock having a nominal or par value of \$1.00 per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1851 Executive Center Drive, Suite 102, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is William Nussbaum.

ARTICLE VII
MANAGEMENT

The business and activities of this corporation shall be managed by the stockholders of the corporation, and this corporation shall have no Board of Directors.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is: William Nussbaum,
1851 Executive Center Drive, Suite 102, Jacksonville, Florida 32207.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.
Every amendment shall be approved at a stockholder's meeting by a majority of the stock
entitled to vote thereon, unless all of the stockholders sign a written statement manifesting
their intention that a certain amendment of these Articles of Incorporation be made.

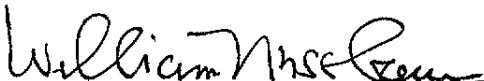
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 4th day of April, 2000.


WILLIAM NUSSBAUM

FILED
00 APR -5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACCEPTANCE

I, WILLIAM NUSSBAUM, having been named as the initial registered agent of EMERSON STREET PROPERTIES, INC., do hereby accept said appointment, and state that I am familiar with and accept the obligations of that position as set forth in § 607.0501(3), Florida Statutes, 1999.


WILLIAM NUSSBAUM
REGISTERED AGENT
1851 Executive Center Drive
Suite 102
Jacksonville, Florida 32207

April 4, 2000