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Admitted in Florida (No. 0793957) and Maryland

May 5, 2000

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

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*****70.00 *****70.00

RE: New Corporation

Gentlemen:

Enclosed is my check in the amount of \$70.00 for the filing fee and designation/acceptance by resident agent for the new business (for profit) corporation, to be named:

SAFE 1031 HARBOUR, Inc.

Current directors and officers will be:

President: Richard C. Keene
Secretary: Stephanie O. Jaffe

A self-addressed envelope is also enclosed.

Call me if there are any questions.

In advance, thank you for your attention to this matter.

Very truly yours,



Richard Clinton Keene

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RCK/st

Encl: noted

gfs/11

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

FIRST

The name of the corporation is: **Safe 1031 Harbour, Inc.**

SECOND

The period of its duration is: ten (10) years.

THIRD

The purposes of the corporation are:

(a) To buy, sell, lease or rent, real estate, for business, commercial or investment purposes;

(b) To hold title to realty or other tangible (and intangible) property for exchange, relinquishment, and replacement;

(c) To act as trustee or escrow agent, for relinquishing and/or replacing property owners, in governmental approved like-kind property exchanges;

(d) To create or participate in or as: (1) Qualified security or guarantee arrangements; (2) Qualified escrow accounts and qualified trusts; (3) Qualified intermediaries; (4) Interest and growth factor (per Treas. Reg. § 1.1031(k)-1(g)(1);

(e) To execute and/or issue: (1) Mortgages, deeds of trust, or other security interests in property (other than cash or cash equivalent); (2) Standby letters of credit that satisfy the installment sale requirements [Treas. Reg.

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TALLAHASSEE, FLORIDA

§15a.453-1(b)(3)(iii)], and that cannot be drawn upon except on default of the obligation to transfer the replacement property; (3) Guarantees of third party performance;

(f) To act as a qualified intermediary, while not the taxpayer or a disqualified person in a transaction, and to enter into a written agreement (an "Exchange Agreement") with a taxpayer and third parties, and, as required by the Exchange Agreement, to acquire the relinquished property from a taxpayer, to transfer the relinquished property, to acquire the replacement property, and to transfer the replacement property to a taxpayer;

(g) To provide a vehicle for temporary and/or permanent ownership of real estate and other investment; and

(h) Perform any other legal duties or functions of a general, for profit, business entity.

FOURTH

The aggregate number of authorized shares is: One Hundred (100).

FIFTH

The corporation will not commence business until at least One Thousand United States Dollars (\$1,000.00) have been received by it as consideration for the issuance of shares (Initial capital).

SIXTH

Cumulative voting of shares of stock is not authorized.

SEVENTH

Provisions limiting transfer, or denying to shareholders the preemptive right to acquire additional or treasury shares, of the corporation are:

(a) No shares may be sold to members of the public or any other shareholder without prior written consent of each other shareholder, and

(b) No new shares may be issued except in proportion to shares issued and outstanding.

EIGHTH

Provisions for regulating the internal affairs of the corporation are contained in its Bylaws.

NINTH

The address of the initial registered office of the corporation is: Stephanie O. Jaffe, Esq., 800-B Third Street, Neptune Beach, Florida 32266, and the name of its initial registered agent at such address is: Stephanie Owens Jaffe.

NINTH

Address of the principal place of business is: 800-C Third Street, Neptune Beach, Florida 32266.

ELEVENTH

The number of directors constituting the initial Board of Directors is two (2), and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

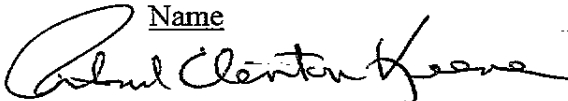
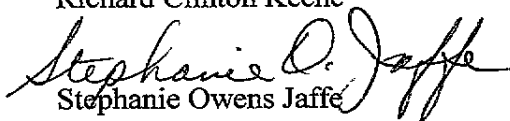
<u>Name</u>	<u>Address</u>
Richard Clinton Keene	800-C Third Street Neptune Beach, FL 32266

Stephanie Owens Jaffe

800-B Third Street
Neptune Beach, FL 32266

TWELFTH

The name and address of each incorporator is:

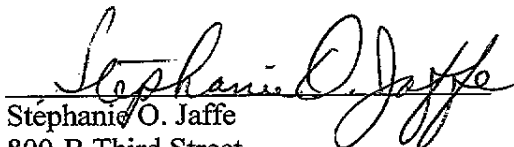
Name

Richard Clinton Keene

Stephanie Owens Jaffe

Address
733 Bay Street
Neptune Beach, FL 32266
1511 Leeward Landing Circle
Neptune Beach, FL 32266

DATE: May 2, 2000.

ACCEPTANCE OF RESIDENT AGENT

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.


Stephanie O. Jaffe
800-B Third Street
Neptune Beach, FL 32266
Registered Agent

5/2/00
Date

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00 MAY - 8 PM 4:01
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