

**Florida Department of State**  
**Division of Corporations**  
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 Katherine Harris, Secretary of State

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SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**WRH INCOME PROPERTIES INC**

|                       |         |
|-----------------------|---------|
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## ARTICLES OF INCORPORATION

OF

WRH INCOME PROPERTIES INC

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is WRH INCOME PROPERTIES INC and its principal office or mailing address is 100 Second Avenue South, Suite 800, St. Petersburg, Florida 33701.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 2,000,000 shares of \$.01 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 Second Avenue South, Suite 800, St. Petersburg, Florida 33701, and the name of the initial registered agent is Bonnie Germain.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have four directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAMEADDRESS

William R. Hough

100 Second Avenue South, Suite 800  
St. Petersburg, Florida 33701

Prepared by:  
Robert Kapusta, Jr.  
FBN: 441538  
Fisher & Sauls, P.A.  
100 Second Avenue South  
St. Petersburg, Florida 33701  
(727) 822-2033

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|                   |                                                                     |
|-------------------|---------------------------------------------------------------------|
| W. Robb Hough     | 100 Second Avenue South, Suite 800<br>St. Petersburg, Florida 33701 |
| Helen H. Feinberg | 100 Second Avenue South, Suite 800<br>St. Petersburg, Florida 33701 |
| John W. Waechter  | 100 Second Avenue South, Suite 800<br>St. Petersburg, Florida 33701 |

#### ARTICLE 7: INCORPORATOR

The name and address of the incorporator signing these Articles is:

| <u>NAME</u>      | <u>ADDRESS</u>                                                      |
|------------------|---------------------------------------------------------------------|
| William R. Hough | 100 Second Avenue South, Suite 800<br>St. Petersburg, Florida 33701 |

#### ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

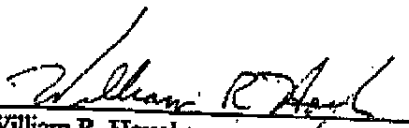
#### ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 24<sup>th</sup> day of MAY, 2000.

  
William R. Hough

"Incorporator"

FISHER SAULS

7278221633

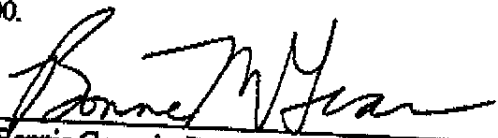
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 24 day of May, 2000.

  
Bonnie Germain, Registered Agent

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