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LAKE WALES
October 24, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Re: AIHF Properties, Inc.
Articles of Incorporation

To Whom It May Concern:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named Florida corporation.

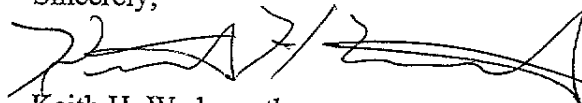
Also enclosed is the firm's check, in the amount of \$78.75, representing payment of the following fees: file articles - \$35.00, registered agent fee - \$35.00 and certified copy fee - \$8.75.

Upon approval and filing of these articles, please furnish copies to the attention of:

Keith H. Wadsworth
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,


Keith H. Wadsworth

/mr

enclosures

gy 10/27

FILED
OCT 26 AM 10:47
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

AIHF PROPERTIES, INC.

(a corporation for profit)

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is AIHF PROPERTIES, INC.

ARTICLE II DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

ARTICLE IV AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is **Five Thousand (5,000) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

ARTICLE V PRINCIPAL OFFICE

The address of the principal office of the corporation shall initially be 1660 Old South Rd., Lake Buena Vista, Florida 32830 and the mailing address is P.O. Box 22869, Lake Buena Vista, Florida 32830.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 1660 Old South Rd., Orlando, Florida 32830, and the name of its initial registered agent at that office is Richard W. Montgomery.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	Wil Rose
Secretary:	Wil Rose
Treasurer:	Wil Rose
Vice President:	Wil Rose

ARTICLE X

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be not greater than 3 and not less than 1. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Wil Rose
6051 Arlington Blvd.
Falls Church, VA 22044

ARTICLE XI

NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation are as follows:

Wil Rose
6051 Arlington Blvd.
Falls Church, VA 22044

ARTICLE XII

BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII

MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 17 day of October, 2000.

Signed, sealed and delivered
in the presence of:

PRINCESS PALE MOON

Print Name:

Cynthia Ann Reese

Print Name:

Wil Rose

WIL ROSE

as incorporator

STATE OF VIRGINIA

COUNTY OF FAIRFAX

The foregoing Articles of Incorporation was acknowledged before me this 17 day of October, 2000, by **WIL ROSE**, who is personally known to me or who has produced VA Driver License as identification.

Diem K. Bui

Notary Name: DIEM K. BUI

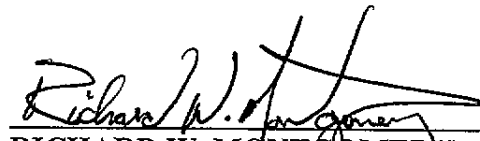
State of VA

My Commission Expires: 1-31-2002

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, 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 state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: October 16, 2000


RICHARD W. MONTGOMERY

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00 OCT 26 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA