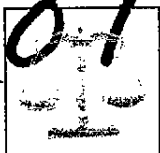


PAGE LAW FIRM, LLC

Attorneys at Law

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October 31, 2000

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*****78.75 *****78.75

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sandroni Property Management, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the articles of incorporation and a check for \$78.75 for the filing fee and Certificate of Status for the above referenced corporation.

If you have any questions, please call me at your earliest convenience.

Sincerely,

Christina Page, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

F. CHESSE

NOV 3 2000

5850 Lakehurst Drive, Suite 205, Orlando, Florida 32819

Office: (407) 355-0599

Fax: (407) 352-4426

E-Mail: pagelawfirm@aol.com

**ARTICLES OF INCORPORATION
OF
SANDRONI PROPERTY MANAGEMENT, INC.**

THE UNDERSIGNED, acting as sole incorporator of Sandroni Property Management, Inc. under Chapter 607 and/or Chapter 621 of the Florida Statutes hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is SANDRONI PROPERTY MANAGEMENT, INC.

ARTICLE II

Purpose

The corporation is organized to conduct business for any lawful purpose or purposes.

ARTICLE III

Shares

The number of shares which the corporation shall have authority to issue is one hundred (100), One Dollar (\$1.00) par value per share. In the event that stock other than common is issued, compliance with Florida Statutes, Section 607.0602 will be observed.

ARTICLE IV

Principal Office

The address of the Principal Office of the corporation is 2816 W. Fairbanks Avenue, Orlando, Florida 32789. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Mailing Address

The mailing address of the corporation is Post Office Box 608123, Orlando, Florida 32860.

ARTICLE VI

Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is 5850 Lakehurst Drive, Suite 205, Orlando, Florida 32819 and the initial Registered Agent at such address is Christina M. Page, Esq.

ARTICLE VII

Initial Director

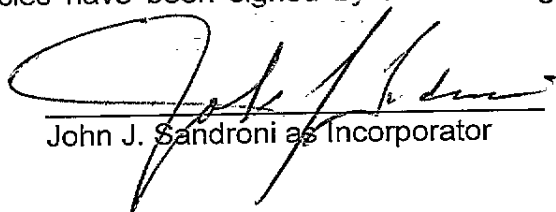
The corporation shall have one (1) director who shall manage the corporation. The initial director shall be John J. Sandroni. The corporation's initial officer shall be John J. Sandroni who shall act as the President, Secretary and Treasurer of the corporation.

ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the corporation is: John J. Sandroni, 4024 Shorecrest Drive, Orlando, Florida 32804.

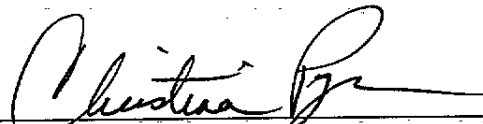
IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 30th day of August, 2000.


John J. Sandroni as Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the corporation.

DATED this 24th day of August 2000.


Christina M. Page, Esq.

00 NOV - 2 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED