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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CORTEZ PROPERTIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION
OF
CORTEZ PROPERTIES, INC.**

ARTICLE 1. - NAME

The name of the corporation is: **CORTEZ PROPERTIES, INC..**

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at:

2033 Main St., Ste. 600
Sarasota, Florida 34237

The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be:

2033 Main St., Ste. 600
Sarasota, Florida 34237

The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

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

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of ONE DOLLAR (\$1.00) U.S. per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is:

Troy H. Myers, Jr.
2033 Main Street, Suite 600
Sarasota, Florida, 34237

ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or

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diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Troy H. Myers, Jr.
2033 Main Street, Suite 600
Sarasota, Florida, 34237

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

TROY H. MYERS, JR.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned Incorporator has executed these Articles of Incorporation on the 29 th day of November, 2000.


TROY H. MYERS, JR.

STATE OF FLORIDA
COUNTY OF SARASOTA

I certify that on November 29, 2000, TROY H. MYERS, JR., the person described as the Incorporator, acknowledged executing the foregoing Articles of Incorporation, is personally known to me, and did not take an oath.


Notary Public
My Commission Expires:



Susan F. Wood
MY COMMISSION # 00585078 EXPIRES
January 7, 2001
BONDED THRU TROY PAW INSURANCE, INC

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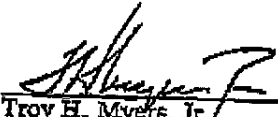
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR**

CORTEZ PROPERTIES, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: November 29, 2000.


Troy H. Myers, Jr.

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