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LAW OFFICES

THOMPSON & FOOTE, P.A.

FIRST NATIONAL BANK BUILDING

1150 CLEVELAND STREET - SUITE 301

CLEARWATER, FLORIDA 33755

email: tflaw@tflawfirm.com

SALLY H. FOOTE
Board Certified in Real Estate
DENNIS P. THOMPSON

TELEPHONE (727) 449-1212
FACSIMILE (727) 446-3043

November 30, 2000

VIA U.P.S. DELIVERY

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

600003483236--4
-12/01/00--01062--008
****122.50 *****78.75

Re: Articles of Incorporation: **LIBERTY SQUARE PROPERTIES,
INC.**

Dear Sirs/Madam:

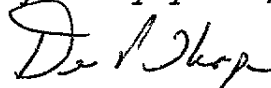
Enclosed for filing with your office please find the Articles of Incorporation and Designation of Registered Agent for the above corporation.

We are also enclosing our check in the amount of \$122.50 which represent the following fees:

Filing fee	\$35.00
Registered agent fee	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please forward the certified copy of the Articles of Incorporation to this office. Thank you for your cooperation.

Very truly yours,



Dennis P. Thompson

DPT/
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -1 AM 10:10

12/6/00

ARTICLES OF INCORPORATION
OF
LIBERTY SQUARE PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -1 AM 10:10

I.
NAME

The name of this corporation shall be **LIBERTY SQUARE PROPERTIES, INC.**

II.
PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.
TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles of Incorporation and shall exist perpetually.

IV.
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

V.
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.
ADDRESS OF THE PRINCIPAL OFFICE

The street address of the principal office of this corporation is: 1177 Main Street, Suite C, Dunedin, Florida 34698. The mailing address of the principal office of this corporation is: P.O. Box 1705, Dunedin, Florida 34697.

VII.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1150 Cleveland Street, Suite 301, Clearwater, Florida 33755, and the name of the initial registered agent of this corporation at that address is Dennis P. Thompson.

VIII.
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial director of this corporation is:

Thomas E. George	1177 Main Street Suite C Dunedin, Florida 34698
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IX.
INCORPORATORS

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

Dennis P. Thompson	1150 Cleveland Street Suite 301 Clearwater, Florida 33755
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X.
INDEMNIFICATION

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

**XI.
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of ~~December~~ ^{November}, 2000.

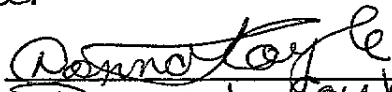


DENNIS P. THOMPSON


STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared DENNIS P. THOMPSON, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 30th day of ~~December~~ ^{November}, 2000.

Sign: 
Print: Donna L. Coyle

NOTARY PUBLIC - State of Florida
Serial No. (if any):
My Commission Expires:

 Donna L. Coyle
★ My Commission CC838991
Expires May 20, 2003

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That LIBERTY SQUARE PROPERTIES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Clearwater, County of Pinellas, State of Florida, has named Dennis P. Thompson, located at 1150 Cleveland Street, Suite #301, Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Registered Agent

By: 
DENNIS P. THOMPSON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC - 1 AM 10:10