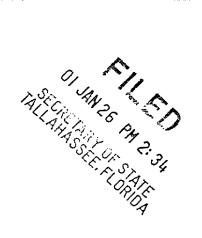
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NEW FILINGS	<u>AMENDMENTS</u>	
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ARTICLES OF INCORPORATION of SWEET HOME APARTMENTS, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I CORPORATE NAME

The name of this corporation is SWEET HOME APARTMENTS, INC..

ARTICLE II INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

6424 Eric Drive New Port Richey, FL 34653

ARTICLE III SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Edward Zalewski 6424 Eric Drive Pasco County New Port Richey, FL 34653

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Edward Zalewski 6424 Eric Drive New Port Richey, FL 34653

Helena Zalewski 6424 Eric Drive New Port Richey, FL 34653



After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

<u>Preemptive Rights</u>. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Edward Zalenski Edward Zalewski, Incorporator

6424 Eric Drive

New Port Richey, FL 34653

Helena Zalewski, Incorporator

6424 Eric Drive

New Port Richey, FL 34653

STATE OF FLORIDA, County of Pinellas, ss:

Subscribed and sworn to (or affirmed) before me this 22nd day of January, 2001.

NOTARY PUBLIC - STATE OF FLORIDA WACLAW WIECKOWSKI COMMISSION # CC846992 EXPIRES 71912003 BONDED THRU ASA 1-888-NOTARY1

claw Wieckowski, Notary Public

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:	SWEET HOME	APARTMENTS,	INC.	
2. The name and address of the regist	ered agent and of	fice is:	SECRE	01 JAH 2
Mr. 1	Edward Zalew (NAME)	ski	ASSEE, F	6 PH 2
6424 (P.O. Box	Eric Drive x or Mail Drop Box	NOT ACCEPTABLE)		57ATE
New	Port Richey, (CHY/STATE)	. Florida 349 ZiP)	553	
Having been named as registered of corporation at the place designated if agent and agree to act in this capacities relating to the proper and complete publications of my position as register	n this certificate, ty. I further agre erformance of my	I hereby accept เเ ee to comply with	ne appoinim the provisio	ons of all statutes
&Zalenskr (SIGNATUR	RE)		uary 22, ATE)	2001.