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March 29, 2001

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

Re: WINTER PARK PROPERTIES, INC.

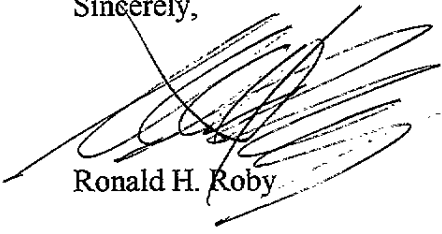
Dear Sir/Madam:

Please find enclosed the following:

1. Original and one (1) copy of the Articles of Incorporation;
2. This firm's check in the amount of \$78.75 to cover the filing fee (\$35.00), Registered Agent designation fee (\$35.00) and Certificate of Status fee (\$8.75); and
3. Stamped self-addressed envelope for your convenience in returning a conformed copy of the Articles of Incorporation and the Certificate of Status to this office.

Thank you for your assistance in this regard.

Sincerely,


Ronald H. Roby

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FILED
01 APR - 2 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

03/29/01

RHR/mah
Encls.
xc: Mrs. Pardue

Pat 4/4/01

**ARTICLES OF INCORPORATION
OF
WINTER PARK PROPERTIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

EFFECTIVE DATE

03/29/01

The name of the Corporation ("Corporation") is WINTER PARK PROPERTIES, INC.

ARTICLE II

The general nature of business to be transaction by this Corporation is:

- A. To engage in every aspect and phase of the business of a real estate business office, assisting real estate property owners and prospective purchasers of real estate property in real estate transactions.
- B. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, or a building and loan association.
- C. To conduct business in, have one or more office in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.
- D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- E. To purchase the corporate assets of any other corporation and to engage in every aspect and phase of the business such corporation was engaged in whether the character of that business is the same or not as that specifically authorized for this Corporation.
- F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other

state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

The existence of the Corporation shall begin on upon the execution of these articles.

ARTICLE IV

The street address of the principal office of the Corporation is 1065 Aragon Avenue, Winter Park, Florida 32789. The mailing address of the Corporation is: P.O. Box 1616, Winter Park, Florida 32790-1616.

ARTICLE V

The maximum number of shares this Corporation is authorized it issue is One Thousand (1,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial street address of the Corporation's registered office is 1151 Orange Avenue, Winter Park, Florida 32789. The initial registered agent for the Corporation at that address is Ronald H. Roby.

ARTICLE VII

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the person who will serve on the initial board of directors are:

Name	Address
William P. Pardue, Jr.	1065 Aragon Avenue Winter Park, Florida 32789

ARTICLE VIII

The name and street address of the person signing these articles of incorporation is/are:

Name
E. Rosibel Pardue

Address
1065 Aragon Avenue, Winter Park, Florida 32789

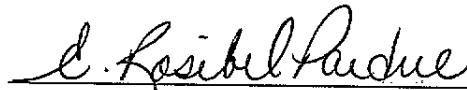
ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on March 29, 2001.


E. ROSIBEL PARDUE

01 APR -2 PM 3:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WINTER PARK PROPERTIES, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: 3/28/01


(Name) RONALD H. ROBY