

901000052541

LAW OFFICE OF
R. WILLIAM FUTCH

500 NE 8TH AVENUE
OCALA, FLORIDA 34470
(352) 732-8080
FAX: (352) 867-5111

PLEASE REPLY TO:
POST OFFICE BOX 4885
OCALA, FLORIDA 34478

May 18, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: AFFILIATES REALTY II, INC.

300004272809-- 8
-05/21/01--01041--018
*****70.00 *****70.00

Dear Sir/Madam:

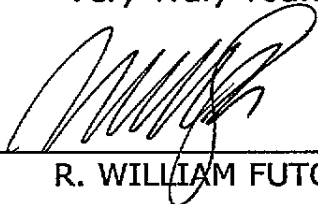
Enclosed for filing are an original and one copy of the Articles of Incorporation of Affiliates Realty II, Inc. Also enclosed is our check in the sum of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

Please return a conformed copy of the Articles of Incorporation to me in the envelope provided.

Thank you for your cooperation. If you have any questions, please contact me.

Very Truly Yours,

BY



R. WILLIAM FUTCH

FILED
01 MAY 21 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RWF/kad
Enc. (Check #5297)

D. BROWN MAY 2, 5 2001

**ARTICLES OF INCORPORATION
of
AFFILIATES REALTY II, INC.**

FILED
01 MAY 21 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is AFFILIATES REALTY II, INC.

**ARTICLE II
DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in sales and service of real estate and any other activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office, if known, and the mailing address of the corporation is 917 East Silver Springs Blvd., Ocala, Florida 34470.

**ARTICLE V
CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

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

- (A) Registered Agent: R. WILLIAM FUTCH
- (B) Registered Office: 500 N.E. 8th Avenue
Ocala, FL 34470

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and addresses of the director of this corporation is:

Elmer Dunaway
917 East Silver Springs Blvd.
Ocala, FL 34470

Donna Dunaway
917 East Silver Springs Blvd.
Ocala, FL 34470

ARTICLE VIII
INCORPORATOR

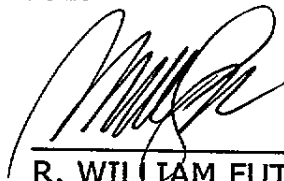
The name and address of the incorporator signing these Articles of Incorporation is:

R. WILLIAM FUTCH
500 N.E. 8th Avenue
Ocala, FL 34470

ARTICLE IX
AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 18th day of May, 2001.

A handwritten signature in black ink, appearing to read 'R. William Futch', is written over a horizontal line.

R. WILLIAM FUTCH

STATE OF FLORIDA)
COUNTY OF MARION)

FILED
01 MAY 21 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a notary public duly authorized to take acknowledgements in the state and county set forth above, personally appeared R. WILLIAM FUTCH, known to me and known by me to be the person who executed the foregoing Articles and acknowledged to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 18th day of May, 2001.



Karen A. David
MY COMMISSION # CC707153 EXPIRES
January 8, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Karen A. David
Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in §607.325, Fla. Stat.

DATED this 18th day of May, 2001.

R. WILLIAM FUTCH
Registered Agent