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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.

Eagle Rock Properties, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF

Eagle Rock Properties, Inc.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **Eagle Rock Properties, Inc.**
2. The duration of the corporation shall be perpetual.
3. The general nature of the business to be translated by this corporation is to engage in the business of real estate acquisition and development. Specific services furnished by the corporation shall include but not be limited to ; real estate appraisals, feasibility studies, projection proformas, development cost analysis, land acquisition, land development, contract negotiation, general building construction, real estate marketing and sales, property management or other types of services related to and/or associated with prudent business management operations.

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 of other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same of the character business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the sales 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 government and while owner of such stock to exercise all rights, powers and privileges or ownership, including the right to vote such stock.

To engage in any transaction of any activity or all lawful business for which corporations may be incorporated under this chapter.

4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, at no par value.
5. The name and address of the director(s): **R. Norman Stoehr, Jr., 745 Orienta Avenue, Suite 1121, Altamonte Springs, FL 32701** and **James B. Black, 745 Orienta Avenue, Suite 1121, Altamonte Springs, FL 32701**

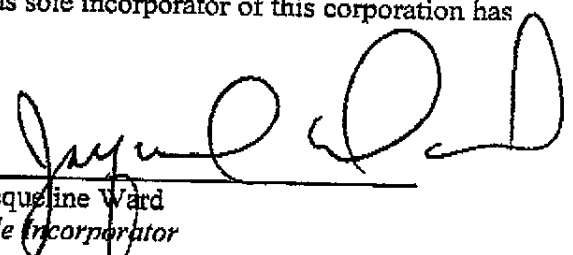
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6. The principal mailing address of the corporation: **745 Orienta Avenue, Suite 1121, Altamonte Springs, FL 32701**
7. The name and address of its initial registered agent: **R. Norman Stoehr, Jr., 745 Orienta Avenue, Suite 1121, Altamonte Springs, FL 32701**
8. The name and address of the sole incorporator is: **Jacqueline Ward, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: September 5, 2001



Jacqueline Ward
Sole Incorporator

Blumberg Excelsior Corporate Services Inc.
62 White Street
New York, NY 10013

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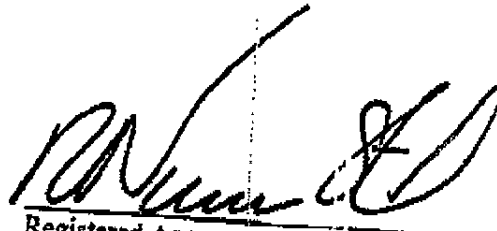
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent for Eagle Rock Properties, Inc.
the within named corporation.

Dated: September 5, 2001



Registered Agent
R. Norman Stoshr, Jr.

Blumberg Excelsior Corporate Services, Inc.
62 White Street
New York, NY 10013

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