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The Law Offices
of

TARYN X. TEMMER, P.A.



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 19 AM 9:42

1106 N. Parsons Avenue
Brandon, Florida 33510

Phone (813) 685-7517
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Taryn X. Temmer, Esquire
John B. Hamel, Esquire **
**Also admitted in Georgia

Legal Assistant
Monika Howard

December 18, 2001

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

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-12/19/01--01035--004
*****78.75 *****78.75

RE: Filing of Articles of Incorporation of Apartment Solutions FLA, Inc.

Dear Sirs:

Enclosed please find two copies of the Articles of Incorporation for Apartment Solutions FLA, Inc. and our firm check in the amount of \$78.75

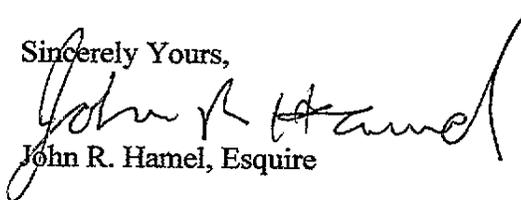
The check for \$78.75 is for the filing fee of \$35.00, Registered Agent Fee of \$35.00 and the Certified Copy fee of \$8.75.

Please send the Certified Copy directly to our client at:

Virginia Stick
3003 St. Filagree Drive
Riverview, FL 33569

Thank you for your time and attention regarding this matter. If you have any questions please do not hesitate to call.

Sincerely Yours,


John R. Hamel, Esquire

JRH/

Enclosures

ARTICLES OF INCORPORATION OF
APARTMENT SOLUTIONS FLA, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida.

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ARTICLE I

Name

The name of this corporation shall be APARTMENT SOLUTIONS FLA, INC.

ARTICLE II

Business, Objects & Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage in the business of finding and soliciting tenants for apartment communities and to act as a real estate broker;
- (b) to invest in real estate, mortgages, stocks, bonds or any other type of investment;
- (c) to own real and personal property necessary for the rendering of corporate services; and,
- (d) in general, to have and exercise all powers conferred by the laws of the State of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

Duration

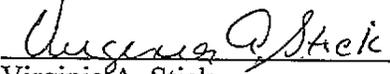
The duration of the Corporation is perpetual.

ARTICLE IV

Capital Stock

- (a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, or in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.
- (b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

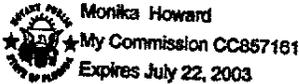
Executed these Articles of Incorporation this 17 day December 2001.

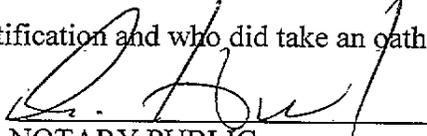

Virginia A. Stick
13003 St. Filagree Drive
Riverview, FL 33569

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17 day
of December, 2001 by Virginia A. Stick, who is personally known to me or who
produced Fl. D. License as identification and who did take an oath.



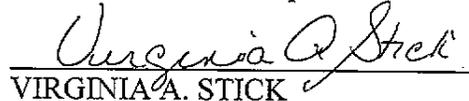

NOTARY PUBLIC
STATE AT LARGE
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET
ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Sec. 48.901, Florida Statutes, by APARTMENT
SOLUTIONS, FLA, INC. desiring to organize under the laws of the State of
Florida, hereby designates Virginia A. Stick at 13003 St. Filagree Drive,
Riverview, FL 33569 as its registered agent to accept service of process within
the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent
to accept service of process for the above-named corporation, at the place
designated above, and agrees to comply with the provisions of Sec. 49.091(2),
Florida Statutes, relative to maintaining an office for the service of process.


VIRGINIA A. STICK

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