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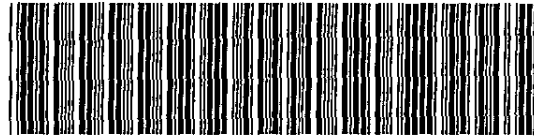
(Business Entity Name)

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JOHN C. REBER

Attorney at Law

Magnolia Place
109 East Church Street, Fifth Floor
Orlando, Florida 32801
(Post Office Box 3146, Orlando, Florida 32802-3146)

Telephone 407-425-5500
Facsimile 407-423-0554
E-mail: jreber@rushmarshall.com

October 7, 2004
via Federal Express 7921-0779-6713

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Ladies and Gentlemen:

Enclosed for filing (with the fees noted) are:

1. Articles of Amendment: ONIC-WCSP Retail, Inc. (P99 0000 103458) \$35.00
2. Articles of Incorporation: ONIC-City View Housing, Inc. (\$78.75)

Please file these documents and provide me with a certified copy of the Articles of Incorporation for ONIC-City View Housing, Inc. My check for \$113.75 for the various costs is also enclosed. A stamped addressed return envelope is also enclosed.

If you have any questions, please call. Thank you.

Very truly yours,


John C. Reber

JCR/afn

Jreber@Rushmarshall.com

Enclosures

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ONIC-CITY VIEW HOUSING, INC.

KNOW ALL MEN BY THESE PRESENTS: That ONIC-CITY VIEW HOUSING, INC. a corporation duly organized under the laws of the State of Florida (the "Corporation"), by and through the undersigned incorporator does hereby adopt the following as the Articles of Incorporation of the Corporation ("Articles"):

ARTICLE I: NAME

The name of the Corporation is ONIC-CITY VIEW HOUSING, INC., and it is created pursuant to Chapter 607, *Florida Statutes*.

ARTICLE II: CORPORATE PURPOSE

The Corporation is organized exclusively to be a Member of the Florida limited liability company known as CHURCH STREET HOUSING PARTNERS I, LLC (the "LLC").

ARTICLE III: CORPORATE POWERS AND LIMITATIONS OF POWERS

Except as limited by these Articles, the Corporation shall have the following powers which must be exercised solely in the furtherance of the Corporate Purpose.

3.A. The Corporation may

Conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

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.

Acquire, by purchase or otherwise, the assets of any other business, including business entity, and engage in the same or other character of business.

Be a general partner in domestic and foreign general partnerships and transact all proper business of such partnerships, as a general partner.

Be a limited partner in domestic and foreign limited partnerships and exercise all rights as may be exercised by and transact such business as may be transacted by a limited partner.

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.

Authorize and make, subject to any limitations herein, distributions of its earnings and assets to the Shareholder, hereinafter identified, in accordance with the provisions of *Florida Statutes*, provided a distribution or distributions will not disqualify the Shareholder, as hereinafter defined, as an exempt organization under 26 USC §501(c)(3) or corresponding section of any future federal tax code.

Accept any donations and grants of property (real, personal or mixed), including money, equipment, supplies, goods, materials and services and receive, use and dispose of the same.

Make donations and grants of property (real, personal or mixed), including money, equipment, supplies, goods, materials and services to individuals and business entities (including the Shareholder, provided that such grants and donations to Shareholder will not disqualify the Shareholder as exempt organization under 26 USC §501(c)(3) or corresponding section of any future federal tax code).

Enter into agreements with the Shareholder for the providing of (a) services for the Corporation by the staff, employees and agents of the Shareholder and (b) goods, materials and supplies, provided such agreements (i) are for reasonable and valuable consideration, (ii) are subject to continuing review and modification by the Board of Directors of the Corporation and (iii) does not or will not disqualify the Shareholder as an exempt organization under 26 USC §501(c)(3) or corresponding section of any future federal tax code.

Perform any function necessary, convenient or appropriate in connection the powers which may be exercised by the Corporation, including such functions necessary, convenient or appropriate in the exercise and discharge of its rights and duties as a member of the LLC.

Engage in any other activity or business not prohibited under the laws of the United States of America or of the State of Florida.

3.B. The Corporation shall:

Not attempt to act or act in any manner which would disqualify the Shareholder as an exempt organization under 26 USC §501(c)(3) or corresponding section of any future federal tax code.

Withdraw as a member of the LLC or terminate its membership in the LLC if the income of the Corporation (including, but not limited to, income from the sale, exchange or other disposition of noninventory property) will not be taxable to the Corporation, but taxable to the Shareholder and such income would disqualify the Shareholder as an exempt organization under 26 USC §501(c)(3) or corresponding section of any future federal tax code.

Withdraw as a member of the LLC or terminate its membership in the LLC if, upon the liquidation of the Corporation, the gain which might be realized will no longer be exempt from taxation to the Shareholder under IRC §512(b)(5) or corresponding section of any future federal tax code and such gain would disqualify the Shareholder as an exempt organization under 26 USC §501(c)(3) or corresponding section of any future federal tax code.

Undertake, operate and maintain the Corporation, including, but not limited to, management of, administration of and accounting for the Corporation, independently and separately from the operations of the Shareholder.

Not commingle any funds of the Corporation with the funds of the Shareholder.

Allocate with the Shareholder the costs or expenses of services, facilities, equipment, materials and supplies the Corporation shares with the Shareholder based upon actual cost or value of such services and of the use of such facilities, equipment, materials and supplies shared, used or consumed by each, and each shall pay their respective portions of such allocation.

ARTICLE IV: SHAREHOLDER

Without amending these Articles to provide otherwise, all right, title and interest in all issued shares of the Corporation shall be owned by and vested in Orlando Neighborhood Improvement Corporation, Inc., a Florida corporation not for profit (the "Shareholder"). On or before the date of the annual meeting of the Shareholder, the Shareholder shall elect and designate proxies to act for and behalf of the Shareholder ("Shareholder Proxies") at meetings of the shareholder(s) of the Corporation and otherwise and to vote the shares owned by the Shareholder [which number of proxies when divided into the number of voting shares owned by the Shareholder in the Corporation shall give to each proxy (without remainder) the same and equal vote of shares of in the Corporation, provided however, that the number of proxies elected and designated by the Shareholder shall never be less than the number of Directors of the Corporation].

ARTICLE V: SUBSCRIBER/INCORPORATOR AND DURATION

5.A. The Subscriber to shares of the Corporation is Orlando Neighborhood Improvement Corporation.

5.B. The Incorporator of these Articles of Incorporation and his address are:

John C. Reber

(PO Box 3146, Orlando, FL 32802)
109 East Church Street, 5th Floor
Orlando, FL 32801

5.C. The Corporation shall commenced existence on March 9, 2004 and its existence shall continue in perpetuity.

ARTICLE VI: PLACE OF BUSINESS, REGISTERED AGENT, TERRITORY

6.A. Place of Business. The Corporation shall have its principal place of business at 101 South Terry Avenue, Orlando, Orange County, Florida, 32805. The post office address of the Corporation shall be 101 South Terry Avenue, Orlando, Orange County, Florida, 32805. The Office of the Corporation may be moved to any other location by approval of the Board of Directors.

6.B. Registered Agent. The name and address of the Registered Agent of the Corporation and upon whom service of process may be made (initially was and continues to be):

John C. Reber
109 East Church Street, Fifth Floor
Orlando, Florida 32801

6.C. Territory. The territory in which the operations of the Corporation is to be principally conducted shall be determined as permitted by and as limited by the requirements imposed on the Corporation as a Member of the LLC.

ARTICLE VII: CAPITAL

The total amount of the authorized capital stock of the Corporation is Five Hundred Dollars (\$500.00), divided into five hundred (500) shares, all of which shall be voting common stock of the par value of One Dollar (\$1.00) per share. Said stock shall be issued only as and when and for such consideration as the Board of Directors shall determine.

Lisa Portelli	Vice Chairman/Vice President	1870 Aloma Avenue, Suite 200 Winter Park, FL 32789
Sydney Green	Secretary/Secretary	507 East Michigan Street Orlando, FL 32806
Frantz Dutes	Treasurer/Treasurer	252 East South Street Orlando, FL 32801
Sarah Kelly	Director/Directory	548 South Hampton Street Orlando, FL 32803

9. F. The Board of Directors of the Shareholder, by a duly adopted resolution of such Board, at any time, with or without cause, may remove a director and/or officer of the Corporation.

ARTICLE XI: GENERAL MANAGEMENT

11.A The business of the Corporation shall be managed, controlled, and conducted by a Board of Directors. At the time and in the manner prescribed by the By-Laws, the Board of Directors may elect such officers of the Board and officers of the Corporation (which need not be the same individuals) to act as the officers and agents of the Board or of the Corporation. The officers of the Corporation, if any, shall be a President, Vice President, Secretary and Treasurer and such other officers as shall be provided for in the By-Laws from time to time. Any person may hold one or more offices, except the President shall not also be the Secretary (or Assistant Secretary, if any) of the Corporation.

11.B The Directors of the Board of Directors shall be elected annually by the Shareholder of the Corporation at the annual meeting of Shareholder or annually by the Shareholder in accordance with the provisions of the By-laws, but in no event and at any time shall a majority of the Directors of the Corporation also be serving as Directors of the Board of Directors of the Shareholder.

11.C Immediately after the annual election of Directors (or at such other time as the Board of Directors may by resolution adopt), the Directors shall hold their annual meeting for the election of officers and such other business as may properly come before the meeting. Meetings of the Shareholder and meetings of the Board of Directors of this Corporation may be held within or without the State of Florida, as may be deemed desirable.

11.D The Board of Directors shall have the power to fix the amount of all salaries and other compensation paid by the Corporation, including their own salaries as Directors, officers, or

ARTICLE VIII: BEGINNING CAPITAL

The amount of capital with which the Corporation shall begin business shall be the sum of One Hundred Dollars (\$100.00) or more, in lawful money of the United States, or its equivalent in the real and personal property and/or in services, as fixed by the Board of Directors, by the method hereinafter set forth.

ARTICLE IX: DIRECTORS AND OFFICERS

9.A The number of Directors of the Corporation has been increased from three (3) Directors to five (5) Directors. The number of Directors can be increased or diminished from time to time pursuant to an amendment to the By-Laws adopted by the Directors of the Corporation, but there shall never be less than five (5) Directors without approval by all of the Directors of the Shareholder and all Directors of the Corporation.

9.B The Directors, from and among themselves, shall elect a Chairman, Vice Chairman, Secretary and Treasurer, and, subject to the provisions of these Articles, By-Laws of the Corporation and the Statutes of the State of Florida, they shall hold office until the expiration of the fiscal year of the Corporation or until their successors are elected and have qualified to serve as Directors of the Corporation. The Chairman shall also be the President of the Corporation.

9.C In addition to having a President, the Corporation shall also have such other officers described in and provided for by the By-Laws. Such officers shall be appointed, shall serve and shall be removed by the Board of Directors of the Corporation as provided in the By-Laws.

9.D The President of the Shareholder shall not be a Director or an Officer of the Corporation or an official member of any committee of the Corporation. However, the foregoing prohibition shall not preclude the President of the Shareholder from acting in a non-official, non-voting capacity to the Corporation for the purposes of gathering information for, reporting to and of giving advice to the Directors and Officers of the Corporation and to members of the committees of the Corporation.

9.E The names and post office addresses of the current Directors of the Board of Directors and the current officers of the Corporation are as follows:

<u>DIRECTOR</u>	<u>POSITION</u> <u>(Board/Corporation)</u>	<u>ADDRESS</u>
Owen Beitsch	Chairman/President	518 South Magnolia Avenue Orlando, FL 32801

otherwise.

11.E The Board of Directors shall have the power to adopt, amend and repeal By-Laws not inconsistent with law or these Articles, provided however, that the Board of Directors shall be subject to the power and right of the Shareholder to change or repeal a By-Law or any of them not inconsistent with law or these Articles.

11.F The next meeting of the Shareholder shall be held at such time and place as may be designated in the By-Laws of the Corporation.

11.G a) A majority of Directors present at any meeting of the Board of Directors, duly and regularly called, shall constitute a quorum, and, except as otherwise limited by these Articles and the Bylaws, a majority vote of Directors present shall control.

b) Action taken by the Directors or the members of an Executive Committee of the Directors, if such Committee has been duly appointed, without a meeting shall nevertheless be action of the Board or the Executive Committee if written consent to the action approved by the Board or Executive Committee is executed by all the Directors or all members of the Executive Committee, as the case may be, immediately after the action is approved and filed with the Minutes of such proceedings of the Board or Executive Committee.

c) The simultaneous presence of not less than sixty percent (60%) of the Directors on the same telecommunications or electronic communications facility or medium which provides continuous audible communications among the Directors connected thereto shall constitute a quorum of the Board of Directors for the purpose of conducting business of the Board, and a majority vote of the Directors at such meeting shall control, provided that

(i) notice of such meeting has been given to all Directors of the Board not less than forty eight (48) hours prior to the convening of such meeting, except in case the meeting is to address an existing or impending emergency, in which case an attempt to give notice to all Directors of the Board shall be made not less than eight (8) hours prior to the convening of such meeting;

(ii) the notice shall adequately describe the matters to come before the meeting;

(iii) the person giving the notice (or in case of a proposed emergency meeting attempting to give notice) shall promptly execute an Affidavit evidencing compliance with the requirements of this provision, which Affidavit shall thereafter be filed with the Minutes of such meeting; and

(iv) a written copy of each action approved at such meeting shall be prepared and executed by all Directors approving such action and the executed copy shall be filed with the Minutes of such meeting.

Action(s) taken at a meeting of Directors held by means of a telecommunications or electronic communication facility or medium shall be deemed ratified and approved upon the approval of the Minutes of such meeting regardless of any error or defect in the notice procedure for such meeting or the failure of the communications process.]

ARTICLE XII: SHARES OF OWNERSHIP

The Board of Directors shall have full power and authority to fix the price for and limitations upon the issuance of all stock certificates and the sale of all stock. All payments for stock to capitalize the Corporation shall be payable in lawful money of the United States of America; provided however, that any portion of the stock may be issued in exchange for real and personal property, labor or services at a just valuation to be fixed by the Directors at a meeting called for such purpose. Real and personal property, labor or services also may be purchased or paid for with capital stock, at a just valuation of such real and personal property, labor or services, to be fixed by the Directors of the Corporation at a meeting called for such purposes. All stock issued shall be fully paid and non-assessable. The By-Laws shall include provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates. Notwithstanding anything in this provision to the contrary, the Total Shares outstanding at any at time [which is arithmetical sum of the number of such shares to be issued and all existing outstanding issued shares] shall be divisible (without remainder) by the number of Shareholder Proxies.

ARTICLE XIII: PREEMPTIVE RIGHTS

Because the Shareholder, at all times, shall be the sole owner of shares in the Corporation until these Articles are amended to provide otherwise, no preemptive rights are necessary with regard to the issuance of additional shares.

ARTICLE XIV: REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 101 South Terry Avenue, Orlando, Orange County, Florida 32805, and the name and address of the initial and current registered agent of this Corporation at that address is John C. Reber, 109 East Church Street, 5th Floor, Orlando, Florida 32801.

ARTICLE XV: SHAREHOLDER NOT PERSONALLY LIABLE FOR CORPORATE DEBTS

The private property of the Shareholder shall not be liable for the payment of debts of the Corporation to any extent whatsoever, except for the unpaid balance on any of its stock subscription.

ARTICLE XVI: AMENDMENT TO ARTICLES OF INCORPORATION

16.A. The Board of Directors of the Shareholder may amend these Articles by an affirmative vote of sixty six and seven/tenths percent (66.7%) of the total number of authorized Directors for the Board of the Shareholder.

16.B. Subject to subpart 16.D. below, these Articles may be amended by unanimous vote of the Shareholder Proxies.

16.C. Subject to subpart 16.D. below, these Articles may be amended by an affirmative vote of not less than seventy five percent (75%) of the total number of authorized Directors of the Board of Directors of the Corporation.

16.D. In the event that an amendment to these Articles is adopted pursuant to subpart 16.B. or 16.C. above, then a copy of such amendment shall be delivered to the Chairman of the Board of the Shareholder within thirty days of the date of its adoption. Such amendment shall not become effective and its adoption shall be deemed rescinded, cancelled and annulled if within seventy five (75) days of its delivery to the Chairman of the Board of the Shareholder, the Board of Director of the Shareholder, by duly adopted resolution of that Board, finds that the provisions of such amendment (i) may then or at some future date may have the possible affect of causing a disqualification of the Shareholder as an exempt organization under 26 USC §501(c)(3) or corresponding section of any future federal tax code or (ii) is inconsistent with the purposes of the LLC or the objective(s) of the Shareholder for owning the shares of the Corporation.

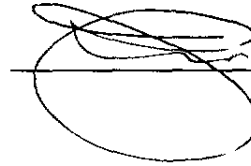
ARTICLE XVII: MISCELLANEOUS

17.A The amount of indebtedness or liability to which this Corporation may at any time subject itself shall be unlimited.

17.B The Corporation shall adopt an appropriate seal and shall adopt By-Laws for the government of its affairs, which may be amended or repealed as provided in said By-Laws, not inconsistent with the Articles and the laws of the State of Florida.

17.C Without amending these Articles, the Shareholder of the Corporation may establish provisions prohibiting the creation of or limiting the extent of a lien upon or security interest in its shares.

IN WITNESS WHEREOF, the Incorporator has duly adopted these Articles and set his hand and seal thereto on the 10th day of March, 2004.



John C. Reber
Incorporator

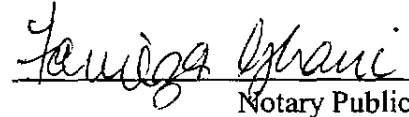
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared John C. Reber to be well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation, and who acknowledged before me that he executed such Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the aforesaid County and State, this 10th day of March, 2004.



Fanieza Ghani
My Commission DD197658
Expires October 25, 2004

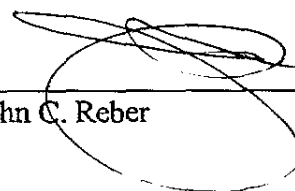


Notary Public

CERTIFICATE AND ACCEPTANCE BY REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF ORANGE)

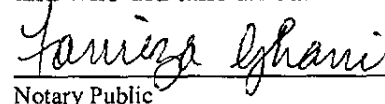
I, JOHN C. REBER, hereby certify that I am a resident of the State of Florida and maintain my business office at 109 East Church St., 5th Floor, Orlando, Florida 32801 and I hereby accept appointment as the initial Registered Agent of ONIC-CITY VIEW HOUSING, INC..


John C. Reber

Sworn and subscribed before me this 10th
day of March, 2004 by

JOHN C. REBER who
is personally known to me // produced as
identification

and who did take an oath.


Notary Public

Fanieza Ghani
My Commission DD197658
Expires October 25, 2004