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FLORIDA PROFIT CORPORATION OR P.A.

Melrose Apartments, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
MELROSE APARTMENTS, INC.

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The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Melrose Apartments, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The corporation's initial principal office address is 1310 45th Avenue North, St. Petersburg, Florida 33703, and its initial mailing address is 1310 45th Avenue North, St. Petersburg, Florida 33703.

ARTICLE III

Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is 1310 45th Avenue North, St. Petersburg, Florida 33703, and the name of its initial registered agent at that address is David R. Punzak.

ARTICLE V

Incorporator

The name and address of the incorporator is:

Name

Address

David R. Punzak

1310 45th Avenue North
St. Petersburg, Florida 33703

ARTICLE VI - PURPOSE AND POWERS

The corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida. The corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE VII - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The business and affairs of the corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Linda Hart Punzak	1310 45 th Avenue North St. Petersburg, Florida 33703
David R. Punzak	1310 45 th Avenue North St. Petersburg, Florida 33703

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.


ARTICLE IX
Indemnification

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the corporation or serves or served any other enterprises at the request of the corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article IX is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 16 day of August 2005.



David R. Punzak, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 16 day of August 2005.

By: 

David R. Punzak, Registered Agent

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