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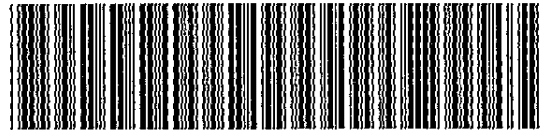
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2005 NOV -3 P 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# STUART B. KLEIN, P.A.

*Attorneys at Law*

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Stuart B. Klein, Esq.

Also Admitted in New York & Ohio

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November 2, 2005

Via Regular Mail

Department of State  
Division of Corporations  
Corporate Filings  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Articles of Incorporation  
Of Stoddard Realty Management Group V, Inc.

Gentlemen:

I am enclosing the original Articles of Incorporation for the above named corporation. I am also enclosing a check in the amount of \$78.50 to cover the following:

Filing Fee	\$35.00
Registered Agent	\$35.00
Certified copy	\$ 8.75

I will appreciate you filing the same. If you have any questions or comments, please give the undersigned a call.

Sincerely,



STUART B. KLEIN, P.A.

ARTICLES OF INCORPORATION  
OF  
STODDARD REALTY MANAGEMENT GROUP V, INC.

**FILED**  
2005 NOV -3 P 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is STODDARD REALTY MANAGEMENT GROUP, INC. The principle office and mailing address is:

2925 PGA Blvd., Suite 101  
Palm Beach Gardens, FL 33410

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of one dollar (\$1.00) of voting common stock.

ARTICLE V

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

Stuart B. Klein, Esq.  
2801 PGA Blvd., Suite 110  
Palm Beach Gardens, FL 33410

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI**

This corporation shall have two (2) director initially. The number of Directors may be changed from time to time by the By-Laws but shall not be less than one (1). The name and address of the persons who are to serve as the members of the initial Board of Directors are:

Bates F. Stoddard  
2925 PGA Blvd., Suite 101  
Palm Beach Gardens, FL 33410

Peter Martinsen  
2925 PGA Blvd., Suite 101  
Palm Beach Gardens, FL 33410

**ARTICLE VII**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Bates F. Stoddard  
2925 PGA Blvd., Suite 101  
Palm Beach Gardens, FL 33410

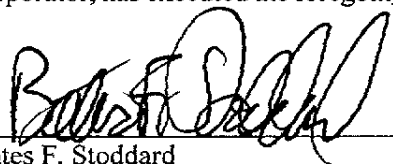
**ARTICLE VIII**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 2<sup>nd</sup> day of November, 2005.

  
\_\_\_\_\_  
Bates F. Stoddard

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared Bates F. Stoddard to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed these Articles of Incorporation on this \_\_\_\_ day of November, 2005.

\_\_\_\_\_  
Notary Public

Name: \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

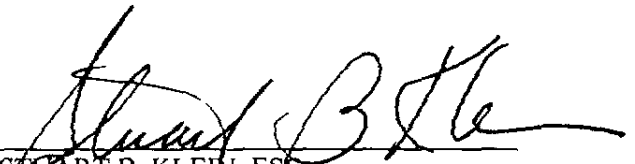
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That STODDARD REALTY MANAGEMENT GROUP V, INC., desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Stuart B. Klein, Esq. of 2801 PGA Blvd., Suite 110, Palm Beach Gardens, FL 33410 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 2<sup>nd</sup> day of November, 2005

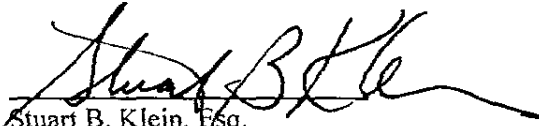
  
STUART B. KLEIN, ESQ.  
Registered Agent

**FILED**  
2005 NOV -3 P 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as statutory registered agent for STODDARD REALTY MANAGEMENT GROUP V, INC., a Florida corporation (the "Corporation"), I hereby agree to act in that capacity, and, on behalf of the Corporation, to accept service of process for the Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

  
Stuart B. Klein, Esq.

Date: 11/2/05

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stuart B. Klein, Esq., known to me and known by me to be the person named in the foregoing Affidavit of Acceptance of Appointment as Registered Agent, and he acknowledged to me and before me that he agrees to act in the capacity of the registered agent of STODDARD REALTY MANAGEMENT GROUP V, INC., a Florida corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this \_\_\_\_ day of November, 2005.

\_\_\_\_\_  
Notary Public

Name: \_\_\_\_\_