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**ANN E. REISCH**  
2316 Chinook Trail  
Maitland, Florida 32751

Phone: 407-628-2742  
Fax: 407-628-2561  
E-mail: areisch@earthlink.net

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April 3, 2006

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

Re: Urban Property Partners, Inc.

To Whom It May Concern:

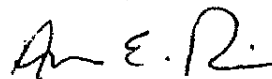
Enclosed please find an original and one copy of the Articles of Incorporation for filing. Attached is a check in the amount \$87.50 for filing fees, a certified copy and Certificate of Status.

Please notify me by fax upon registration of the company and forward the above documents to me at:

Urban Property Partners, Inc.  
Attn: Ann Reisch  
2316 Chinook Trail  
Maitland, FL 32751

Should you have any questions or need any additional information, please do not hesitate to contact me at the numbers above.

Sincerely,



Ann E. Reisch

Enclosures

**ARTICLES OF INCORPORATION  
OF  
URBAN PROPERTY PARTNERS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I**

**Name and Duration**

The name of the Corporation is Urban Property Partners, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Department of State of the State of Florida.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is 2316 Chinook Trail, Maitland, Florida 32751.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 2316 Chinook Trail, Maitland, Florida 32751. The name of the registered agent at such address is Ann E. Reisch.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## **ARTICLE V**

### **Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is 750,000 shares of Common Stock ("Common Stock"), par value \$0.01 per share.

## **ARTICLE VI**

### **Incorporators**

The address of the incorporators of the Corporation is 2316 Chinook Trail, Maitland, Florida 32751. The name of the incorporators at such address are Ann E. Reisch and Robin Stinson.

## **ARTICLE VII**

### **Board of Directors**

1. The number of members of the Board of Directors shall initially be two (2), which number thereafter may be increased or diminished from time to time as provided by the Bylaws; *provided, however*, that there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names of the persons who shall serve as initial directors of the Corporation until the first meeting of the shareholders are Ann Reisch and Robin Stinson. The street address of such persons is 2316 Chinook Trail, Maitland, Florida 32751

## **ARTICLE VIII**

### **Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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## **ARTICLE IX**

### **Preemptive Rights**

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he or she already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

## **ARTICLE X**

### **Cumulative Voting**

At all elections of directors, each holder of Common Stock is entitled to as many votes as equals the number of his shares of Common Stock multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

## **ARTICLE XI**

### **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## **ARTICLE XII**

### **Indemnification**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by applicable law.

ARTICLE XIII

Transfer of Shares

If, from time to time, as shareholders' Subchapter S election (of the Internal Revenue Code of the United States) or any other agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock not made in accordance with such agreement, whether by operation of law or otherwise, shall be null and void, *ab initio*.

DATED at Maitland, Orange County, Florida, this 3<sup>rd</sup> day of April, 2006.

Ann E. Reisch

Ann E. Reisch, Incorporator

Robin Stinson

Robin Stinson, Incorporator

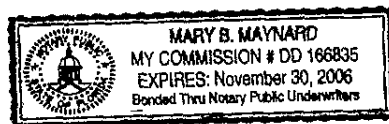
STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF ORANGE    )

SWORN TO AND SUBSCRIBED before me this 3<sup>rd</sup> day of April, 2006, by

Mary B. Maynard

NOTARY PUBLIC

Commission No. \_\_\_\_\_



**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Urban Property Partners, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Maitland, County of Orange, State of Florida, has named Ann E. Reisch located at 2316 Chinook Trail, Maitland, Florida 32751, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in the Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that she is familiar with 607.0501, Florida Statutes.

REGISTERED AGENT:

ANN E. REISCH

DATED: 4-3-06

By:

A. E. R.

Ann E. Reisch

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STATE OF FLORIDA  
DIVISION OF CORPORATIONS