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ICARD, MERRILL, CULLIS, TIMM,

FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

2033 MAIN STREET, SUITE 600

SARASOTA, FLORIDA 34237

(813) 366-8100

FACSIMILE:

(813) 366-6384

REPLY TO: P.O. BOX 4195

SARASOTA, FLORIDA 34230

100 NORTH TAMPA, SUITE 3150

POSTAL DRAWER 3430

TAMPA, FLORIDA 33601

(813) 221-2100

TAMPA FACSIMILE

(813) 229-0550

ROBERT E. MESSICK

January 24 , 1995

Florida Department of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

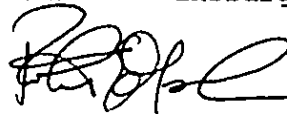
RE: Whitehall Realty, Inc.

Enclosed please find Articles of Incorporation and Acceptance as Registered Agent, in duplicate, for filing. We also enclose our firm check in the amount of \$122.50 for filing fee.

If you need any additional information, please contact the undersigned at your convenience.

Very truly yours,

Icard, Merrill, Cullis,
Timm, Furen & Ginsburg, P.A.



Robert E. Messick
For the Firm

REM:tlm
Enclosures

P95000008530

(R, same)

TM
2-1-95
02/A

FILED
95 JAN 26 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300001300000
2000-01-26 15:00:00
***121.91 ***121.30

ARTICLES OF INCORPORATION
OF
WHITEHALL REALTY, INC.

FILED
95 JAN 26 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of the Corporation is WHITEHALL REALTY, INC.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the Corporation shall initially be at 290 Cocoanut Avenue, Sarasota, Florida 34236. The Corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the Corporation shall be 290 Cocoanut Avenue, Sarasota, Florida 34236. The Corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - POWERS

This Corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 6. - SHARES [CAPITAL STOCK]

This Corporation is authorized to issue 7,500 Shares of Voting Common Stock with a Par Value of \$1.00 per Share.

ARTICLE 7. - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this Corporation at that address is ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A., Attention: Robert E. Messick.

ARTICLE 9. - INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One. The name and address of the initial Directors of this Corporation are:

RONALD MUSTARI
290 Cocoanut Avenue
Sarasota, Florida 34236

DONALD LICHTER
290 Cocoanut Avenue
Sarasota, Florida 34236

ARTICLE 10. - INCORPORATOR

The name and address of the Incorporator is:

ROBERT E. MESSICK, Esquire
ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE 11. - CUMULATIVE VOTING

All Shareholders are entitled to cumulate their votes for Directors.

ARTICLE 12. - INDEMNIFICATION

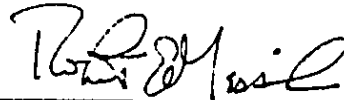
All Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and maintain insurance on

behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE 13. - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

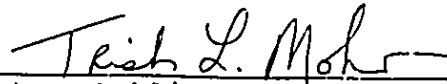
The undersigned Incorporator has executed these Articles of Incorporation on the 23 day of January, 1995.



ROBERT E. NESSICK

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23 day of January, 1995, by Robert E. Messick, described as the Incorporator, who is personally known to me or who has produced a Drivers License as identification, and who did take an oath.



My Commission Expires:

Notary Public
Typed Name: Trish L. Mohr
Commission No.: CC143664

Notary Public, State of Florida
My Commission Expires Oct. 5, 1995
Bonded Thru Troy Fain - Insurance Inc.

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
WHITEHALL REALTY, INC.

95 JAN 26 PM 4:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept Service of Process for the above stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties.

DATED: January 23, 1995

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

By: 

ROBERT E. MESSICK
Its authorized Agent
Florida Bar No. 0314773

Registered Agent