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LEWIS, VEGOSEN & ROSENBAACH, P.A.

ATTORNEYS AT LAW

500 S. AUSTRALIAN AVE. 10th FLOOR
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1912-1982)

CASS W. CHRISTENSON
ANNE DESORMIER-CARTWRIGHT
GARY M. DUNKEL
CYNTHIA J. JACKSON
JOHN B. LEVITT
MARSHALL J. OSOFSKY
DEAN J. ROSENBAACH
JOHN R. SHEPPARD, JR.
KENNETH A. TREADWELL
DEAN VEGOSEN
GARY WALK

MAILING ADDRESS:
P.O. BOX 4388
WEST PALM BEACH, FL 33402-4388

OF COUNSEL:
EDWARD HORICK
FREDERICK J. KRITTEL, III

February 13, 1995

TELEPHONE: (407) 659-3300
FAX: (407) 832-1991

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
2-10-95

RE: Realty Asset, Inc.

RECEIVED
02/15/95 10:11 AM
122.50

Gentlemen.

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen and Rosenbach, P.A. check number 010234 for \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

Sharon L. Wood

Sharon L. Wood, secretary to
Kenneth A. Treadwell

enclosures

cc: Richard Heitmeyer

RECEIVED
DIVISION OF CORPORATIONS
95 FEB 14 11:10:05

KAN 2-16

EFFECTIVE DATE
2-10-95

ARTICLES OF INCORPORATION
OF
REALTY ASSET, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 14 AM 10:06

ARTICLE I - NAME

The name of this corporation is: REALTY ASSET, INC.

ARTICLE II - PRINCIPAL ADDRESS

1555 Palm Beach Lakes Blvd. Suite 1006
West Palm Beach, Florida 33401

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Kenneth A. Treadwell, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The names and addresses of the initial directors of the corporation are:

Richard Holtmeyer
1555 Palm Beach Lakes Blvd. Suite 1006
West Palm Beach, Florida 33401

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles
is: Kenneth A. Treadwell
500 South Australian Avenue - 10th Floor
West Palm Beach, Florida 33401

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall
be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section
607.0850, Florida Statutes, the corporation shall indemnify its
officers and directors and former officers and directors against
expenses (including attorneys fees), judgments, fines and amounts
paid in settlement arising out of his or her services as an officer
or director of the corporation.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any
provisions contained in these Articles of Incorporation, or any
amendment hereto, and any right conferred upon the shareholders is
subject to this reservation.

ARTICLE XII - AFFILIATED TRANSACTIONS

This corporation elects not to be subject to the
provisions of Section 607.0901, Florida Statutes, regarding
affiliated transactions.

ARTICLE XIII - CONTROL-SHARE ACQUISITIONS

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

ARTICLE XIV - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE XV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

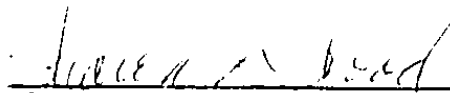
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of February, 1995.

Kenneth A. Treadwell
Kenneth A. Treadwell, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned notary public authorized to take acknowledgments in the state and county set forth above, Kenneth A. Treadwell, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 10th day of February, 1995.



Sharon L. Wood, Notary Public
Commission No. CC 388368

My commission expires:



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:

FIRST--THAT REALTY ASSET, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS
NAMED KENNETH A TREADWELL LOCATED AT 500 S. AUSTRALIAN AVENUE,
10TH FLOOR, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Kenneth A. Treadwell
Kenneth A. Treadwell

TITLE: INCORPORATOR

DATE: February 10, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Kenneth A. Treadwell
Registered Agent

DATE: February 10, 1995

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