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FILED
95 MAR 27 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 23, 1995

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

RE: BERT THOMAS REALTY, INC.

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****122.50 ****122.50

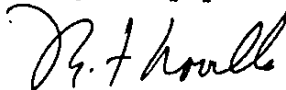
Dear Sir/Madam:

Enclosed please find two (2) executed copies of Articles of Incorporation for BERT THOMAS REALTY, INC., which certificate incorporates the acceptance by the resident agent.

Enclosed is a check in the amount of \$122.50, representing filing fee \$35.00, certification fee \$52.50, registered agent designation fee \$35.00.

Please file one (1) copy of the enclosed charter and return to me the other copy, duly certified.

Very truly yours,



MAR 30 1995

BSB

MICHAEL F. NOVILLA

/b

Enclosures

cc E.A. Thomas

ARTICLES OF INCORPORATION

OF

BERT THOMAS REALTY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of the corporation is: "BERT THOMAS REALTY, INC.".

Article II - Principal Office

The principal place of business and the mailing address of this corporation is:

1216 - 49 Street South

St. Petersburg, Florida 33707

Article III - Duration

This corporation shall have perpetual existence unless terminated or dissolved as provided by law.

Article IV - Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

Article V - Capital Stock and Voting Rights

This corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value, Common Stock, which shall be designated "Common Shares".

The holders of the stock of the corporation shall be entitled to one vote for each share of stock held, at all meetings of the stockholders, regardless of the purpose of such meetings and regardless of the matter voted upon.

Article VI - Initial Registered Agent and Address

The name and address of the initial registered agent is:

Egbert A. Thomas 1216 - 49 Street South
St. Petersburg, Florida 33707

Article VII - Directors

Section A. The management and control of this corporation shall be vested in a Board of Directors of not less than one member. The number of directors may be varied from time to time by the by-laws adopted by the stockholders, but shall never be less than one.

Section B. The Board of Directors shall be elected by the stockholders at each annual meeting to be held at the principal office of the corporation or at such other place as shall be designated in and by the notice of the meeting. The officers shall be elected by the Board of Directors at its first meeting following each annual meeting of the stockholders. The name and address of the initial director is:

Egbert A. Thomas 1216 - 49 Street South
St. Petersburg, Florida 33707

Article VIII - Incorporators

The names and addresses of the person signing these Articles of Incorporation is:

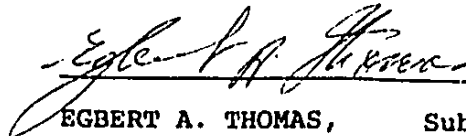
Egbert A. Thomas 1216 - 49 Street South
St. Petersburg, Florida 33707

Article IX - Amendments

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 them to the stockholders and approved at

a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of MARCH, 1995.

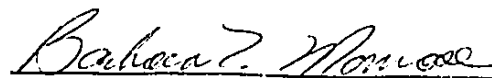


EGBERT A. THOMAS, Subscriber

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, personally appeared EGBERT A. THOMAS, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 23 day of MARCH, 1995, at St. Petersburg, Florida. Personally Known.



Notary Public

My Commission Expires:



BARBARA L. MONROSE
MY COMM EXP. 2-1-96
BONDED BY SERVICE INS CO
NO. CC177302

ACCEPTANCE BY REGISTERED AGENT

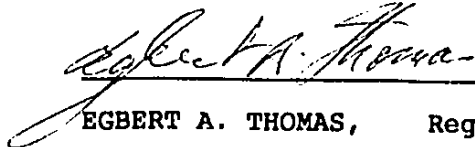
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my possession as registered agent.

DATED the 23 day of MARCH, 1995.



EGBERT A. THOMAS, Registered Agent