IZOI HAYS STREET TALLAHASSEE, FT, 32301

904-222-9171

904-222-0393 FAX PRENTICE HALL LEGAL & LINANCIAL SERVICES

REFERENCE: 581759

1133424

AUTHORIZATION:

COST LIMIT : \$ 70.00

ORDER DATE: April 19, 1995

ORDER TIME : 9:39 AM

ORDER NO. : 581759

800001459988

CUSTOMER NO:

1133424

CUSTOMER: Mg. Lynda Paterson

DEHARDER INVESTMENT CORP.

P. O. Box 372667

Satellite Beach, FL 32937

DOMESTIC FILING

NAME: CORNERSTONE PARTNERS 49, INC.

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN APR 1 9 1995

FILED

95 APR 19 AM 10: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CORNERSTONE PARTNERS 49, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be Cornerstone Partners 49, Inc.

ARTICLE II

COMMENCEMENT OF EXISTENCE AND DURATION

The corporation shall be deemed to commence its existence on the date of filing. The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is six hundred (600) shares, all of which shall be common shares at a par value of one dollar (\$1.00).

ARTICLE V

REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1077 Highway AlA, Satellite Beach, Florida 32937. The principal office street address is the same. The mailing address of the corporation is 1077 Highway AlA Satellite Beach, Florida 32937. The name of the initial registered agent is. Robert DeHarder.

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation

Robert DeHarder

ARTICLE VI

BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors, consisting of at least one (1) director and no more than seven (7) directors. The initial Board of Directors shall consist of one (1) director, whose name and address is as follows:

Name

Address

Robert DeHarder

1077 Highway AlA Satellite Beach, Florida 32937

ARTICLE VII

OFFICERS

The corporation shall have officers as listed below:

Name

Address

Robert DeHarder

1077 Highway AlA Satellite Beach, Florida 32937

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

Name

Address

Robert DeHarder

1077 Highway AlA Satellite Beach, Florida 32937

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by unanimous vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of this corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a unanimous vote of all outstanding shares.

ARTICLE X

SHAREHOLDERS

The incorporator has subscribed to shares in the following amounts:

| Name | # of Shares | Purchase Price |
|---------------------|-------------|----------------|
| Robert DeHarder | 290 | \$ 290.00 |
| A & J Housing, Inc. | 310 | \$ 310.00 |

ARTICLE XI

"S" CORPORATION ELECTION AND 1244 ELECTION

The incorporator elects to have said corporation incorporated as a "S" corporation and to make the 1244 election at time of incorporation.

IN WITNESS WHEREOF, I have subscribed my name, both this 14th day of April, 1995.

Robert DeHarder

STATE OF FLORIDA COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Robert DeHarder, to me known to be the person who executed and subscribed the foregoing Article of Incorporation, and who acknowledged before me that they executed the same for the purpose therein contained.

WITNESS my hand and official seal in the County and State named above, this 13th day of April, 1995.

State of Florida at Large

My Commissions Expires:

