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POTTER, McCLELLAND, MARKS & HEALY, P. A.

WILLIAM C. POTTER
CLIFTON A. McCLELLAND, JR.
DOUGLAS D. MARKS
PATRICK P. HEALY
TIMOTHY M. WILLIAMS

HARRY A. JONES
OF COUNSEL

REPLY TO MELBOURNE

FIRST UNION BANK BUILDING, SUITE 400
700 SOUTH HANCOCK STREET
POST OFFICE BOX 8888
MELBOURNE, FLORIDA 32909-8888
(407) 984-8700

FAX: (407) 720-4098

800 HENRY AVENUE
COCOA, FLORIDA 32909
(407) 884-8011

May 10, 1995

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

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****122.50 ****122.50

RE: Incorporation of Ostrom Properties, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Also enclosed, please find our check in the amount of \$122.50 which should cover the costs for filing these articles and supplying us with a certified copy of same.

Should you have any questions or comments, please advise.

Very truly yours,

Joyce V. Loosemore
Joyce V. Loosemore,
Legal Assistant to
Timothy M. Williams, Esq.

JMV
enclosures

55 MAY 11 AM 10:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

84 5/12

**ARTICLES OF INCORPORATION
OF
OSTROM PROPERTIES, INC.**

FBI
55 MAY 11 1964
RECEIVED
SECRETARY OF STATE
FALLS CHURCH, VIRGINIA

ARTICLE I - NAME

The name of this corporation is OSTROM PROPERTIES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of common stock, which shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

At each election, every holder of the capital stock shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - BYLAWS

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

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This 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 XV - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set forth opposite their names:

WILLIAM K. LOWELL	100 shares
RAYMOND H. LOWELL	100 shares

ARTICLE VI - PREEMPTIVE RIGHTS

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

**ARTICLE VII - INITIAL REGISTERED OFFICE,
PRINCIPAL OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 700 S. Babcock Street, Suite 400, Melbourne, Florida 32901 and the name of the initial registered agent of this corporation at that address is: TIMOTHY M. WILLIAMS. The principal address of the corporation is: 4500 West New Haven Ave., Melbourne, Florida 32904.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

WILLIAM K. LOWELL
1420 Glenn Eagles Way
Rockledge, FL 32955

RAYMOND H. LOWELL
2495 New York Street
Melbourne, FL 32904

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators of the corporation are:

WILLIAM K. LOWELL
1420 Glenn Eagles Way
Rockledge, FL 32955

RAYMOND H. LOWELL
2495 New York Street
Melbourne, FL 32904

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.


IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 10th day of May, 1995.

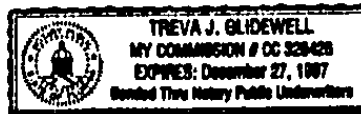

WILLIAM K. LOWELL

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

BE IT KNOWN that on the 10TH day of May, 1995, before me, a Notary Public in and for the State of Florida duly commissioned and sworn, dwelling in Brevard County, personally came and appeared WILLIAM K. LOWELL to me personally known or who has produced a driver's license as identification and who did not take an oath.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written:


Notary Public State of Florida
Name: TREVA J. GLIDEWELL
Commission No.: 328426
Commission Expires: 12-27-97 *FDL*



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
OF

OSTROM PROPERTIES, INC.

I understand the duties of and hereby accept appointment as the registered agent of OSTROM PROPERTIES, INC., at the initial registered office of the Corporation at 700 S. Babcock Street, Suite 400, Melbourne, FL 32901.

Dated this 10 day of May, 1995.


TIMOTHY M. WILLIAMS

FILED
95 MAY 11 AM 10:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA