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HUPP REALTY ADVISORS, INC.
Professional Real Estate Appraisers & Advisors

June 2, 1995

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

RE: Hupp Realty Advisors, Inc.
Federal ID #59-3303440

To whom it may concern:

Enclosed you will find the original and one copy of the Articles of Incorporation and the accompanying fee of \$122.50 for Hupp Realty Advisors, Inc. Should you have any questions, you can reach me from 8:00 a.m. - 5:00 p.m. at 813-251-9900. Our mailing address is 607 West Bay Street, Tampa, Florida 33606.

Your prompt assistance with this matter is greatly appreciated.

Sincerely,

HUPP REALTY ADVISORS, INC.



Tanya D. Harper
Office Manager

Enclosures

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****122.50 ****122.50

*Andrew Hupp gave
auth by phone to
Correct the R.A. address on
Certificate page.
6/12/95-Dmc*

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95 JUN -6 PM 2:50
FLORIDA
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

95 JUN -6 PM 2:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HUPP REALTY ADVISORS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

HUPP REALTY ADVISORS, INC.

the principle place of business of this corporation shall be 607 West Bay Street, Tampa, FL 33606.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 607 West Bay Street, Tampa, FL 33606 and the name of the initial registered agent at said address is Andrew Hupp.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation may qualify as an S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Andrew Hupp
Dir/Pres/Sec/Treas

607 West Bay Street
Tampa, FL 33606

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows: Andrew Hupp, 745 Bay Esplanade., Clearwater, Florida 33606

STATE OF FLORIDA

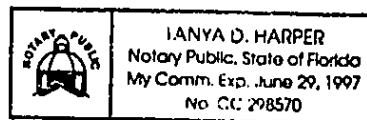
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared ANDREW HUPP, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have unto set my hand and seal at Tampa, in said County and State, This 1st day of June 1995.



Notary Public
My Commission Expires



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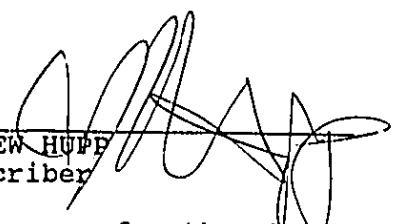
CERTIFICATE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Compliance with Section 48.091 and 607.034 of the Florida Statutes, the following is submitted:

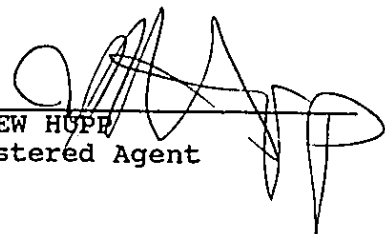
The _____, desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Tampa, State of Florida, has Named ANDREW HUPP, ⁶⁰⁷~~745~~ West Bay Street, Tampa ~~Bay-Boplande, Clearwater,~~ Florida 33606, as its Registered Agent to accept service of process within the State of Florida.

June 3, 1995

By: 
ANDREW HUPP
Subscriber

Having been named to accept service of process for the above state corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

June 3, 1995

By: 
ANDREW HUPP
Registered Agent