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JOHN H. PAYNE  
ATTORNEY AT LAW  
1028 NORTHEAST 4TH STREET  
FORT LAUDERDALE, FLORIDA 33304-0001  
95 JUN 15 AM 9 41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 12, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL., 32314

700001514507  
-06/15/95--01101--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Fisher-Payne Realty & Management Co.

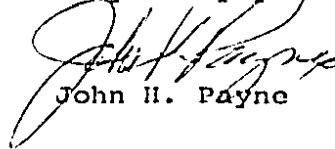
Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced, together with my check in the sum of \$122.50

Please return the certified copy to my office.

Thank you for your cooperation and please do not hesitate to call my office should you have any questions.

Very truly yours,

  
John H. Payne

JHP/af  
Enc.

TH  
6-20-95

FILED

95 JUN 15 AM 9:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FISHER-PAYNE REALTY & MANAGEMENT CO.

ARTICLE I.

The name of this corporation is FISHER-PAYNE REALTY & MANAGEMENT CO., and its principal address is 1028 N. E. 45th Street, Ft. Lauderdale, FL., 33334.

ARTICLE II.

The corporation has perpetual existence.

ARTICLE III.

This corporation is organized to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes..

ARTICLE IV.

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

Every shareholder, upon sale for cash of any new 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.

ARTICLE VI.

The street address of the initial registered office of this corporation is 1028 N. E. 45th Street, Fort Lauderdale, FL., 33334, and the name of the initial registered agent of this corporation at that address is John H. Payne..

ARTICLE VII.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Michael H. Payne

1028 N.E. 45th Street

Fort Lauderdale, FL., 33334

ARTICLES VIII.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X.

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI.

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 shareholder is subject to this reservation.

ARTICLE XII.

The name and address of the person signing these Articles is:

Michael H. Payne

1028 N. E. 45th Street

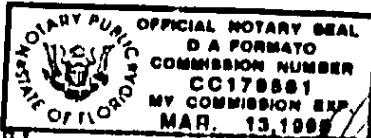
Fort Lauderdale, FL., 33334

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of June 1995.

  
Michael H. Payne

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 12 day of June, 1995, by Michael H. Payne, who is personally known to me.



My Commission Expires:

*[Signature]*  
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First--That FISHER-PAYNE REALTY & MANAGEMENT CO. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Fort Lauderdale, Broward County, Florida, has named John H. Payne, as its agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

*[Signature]*  
John H. Payne

FILED  
95 JUN 15 AM 9:42  
TALLAHASSEE, FLORIDA