



DEHARDER INVESTMENT CORP.

P95000054852

July 11, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

600001535786
-07/12/95--01052--018
****140.00 *****70.00

RE: Cornerstone Partners 39, Inc.
Cornerstone ~~Partners~~ 77, Inc.

To Whom It May Concern:

Enclosed you will find two (2) original copies of the Articles of Incorporation of the above referenced corporations. Also enclosed is a check to cover the filing fee. Please file upon receipt and return one original back to the following address as acknowledgement.

DeHarder Investment Corp.
1077 Highway A1A
Satellite Beach, FL 32937
ATT: Rachelle Matteucci

If you need to contact me for any reason, please do not hesitate to call. I am available at (407)779-0622.

Thank you for your assistance.

Sincerely,


Rachelle Matteucci

Encs.

SN
7/17/95

FILED
95 JUL 12 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CORNERSTONE PARTNERS 77, INC.

FILED

95 JUL 12 AM 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 77, 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 A1A, Satellite Beach, Florida 32937. The principal office street address is the same. The mailing address of the corporation is 1077 Highway A1A 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 A1A Satellite Beach, Florida 32937 |

ARTICLE VII

OFFICERS

The corporation shall have officers as listed below:

| Name | Address |
|-----------------|--|
| Robert DeHarder | 1077 Highway A1A 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 A1A 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 | 600 | \$ 600.00 |

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 11th of July, 1995.




Robert DeHarder

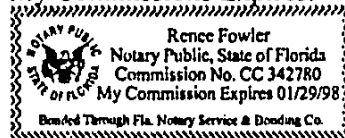
STATE OF FLORIDA
COUNTY OF BREVARD

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 11th day of July, 1995.


Notary Public
State of Florida at Large

My Commissions Expires:



FILED
95 JUL 12 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA