HELLING REALTY AND INVESTMENT COMPANY

2431 ALOMA AVENUE • WINTER PARK, FLORIDA 32792 TELEPHONE (407) 678-1866/678-1106 FAX (407) 678-8454

Located in the Crealde Executive Center

P95000064242

August 16, 1995

900001564469 -08/18/95--01041--013 *****70.00 *****70.00

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

Dear Sir or Madam:

Enclosed are an original and one copy of Articles of Incorporation for Janco Financial Services, Inc. Please process this filing and return a filed copy to us for our records.

Also enclosed is a check in the amount of \$70.00 for the application fee.

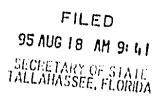
Thank you for your assistance.

Sincerely,

AUG 2 1 1995, BSB

đue Vilson Administration

> FILED 35 AUG 18 AH 9: 41 SECRETARY OF STATE



ARTICLES OF INCORPORATION OF JANCO FINANCIAL SERVICES, INC.

ARTICLE I. NAME. The name of the corporation is Janco Financial Services, Inc.

ARTICLE II. PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT. The initial registered office of the corporation, which is also the principal office and mailing address of the corporation, is 2431 Aloma Avenue, Winter Park, FL 32792. The registered agent at this address is Dale D. Helling.

ARTICLE III. DURATION. The corporation shall have perpetual existence.

ARTICLE IV. PURPOSE. The corporation is organized to engage in any and every lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE V. POWERS. The corporation may exercise any power, without limitation whatsoever, which a corporation may legally exercise under the Florida Business Corporation Act.

ARTICLE VI. CAPITAL STOCK. The corporation shall be authorized to issue 10,000,000 shares of stock.

ARTICLE VII. INCORPORATOR. The name and address of the sole incorporator is:

NAME

ADDRESS

Date D. Helling

2431 Aloma Ave.

Winter Park, FL 32792

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation.

DALE D. HELLING

STATE OF FLORIDA)

) SS:

COUNTY OF ORANGÉ)

BEFORE ME, a Notary Public, personally appeared Dale D. Helling, personally known to me to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the state and county aforesaid this U day of Que 1985.

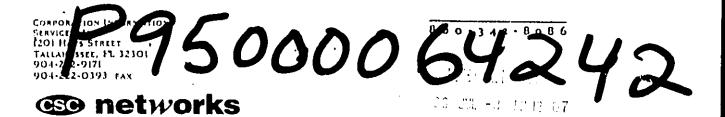
SUSAN K. WUSON
NOTARY PUBLIC - Susan K. Wilson

SUSAN K WILBON
My Commission CC425368
Expires Dec. 06, 1998
Honted by HAI
800-422-1556

My commission expires:

I hereby accept the designation, duties and responsibilities as Registered Agent of Janco Financial Services, Inc. and agree to comply with the provisions of the Florida Statutes.

DALE D. HELLING



MAIL TO: P.O. Box 5828 TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

Talucia Parits

Libert De la marchial

COST LIMIT : 8 87.50

ORDER DATE : 07-08-96

ORDER TIME : 11:15

ORDER NO. : 011804

CUSTOMER NO: Nelson E. Carry 1 - 431 2919

800001886218

CUSTOMER:

Alerman, Senkifill, E Eidson

255 S. Orange Ave. / 17th FLOOR

Crlando, FL 32801

DOMESTIC FILING

NAME: Janco Financial Services, Inc.

XX A		OF IN	CORPORAT LIMITE		RTNERS	нір		,
PLEASE	RETURN	THE FO	LLOWING	AS F	PROOF	OF F	FILING	:
XX		STAMPE	DPY ED COPY OF GOOD	STA	NDING			
CONTACT	PERSON	1:		F	KAMTNE	'R' S	TNTTT	A 1

E M. Benley

ARTICLES OF AMENDMENT

96 JUL -6 PM 3: 48

TO

SECRETARY OF STATE TALLAHASSEE FLORIDA

THE ARTICLES OF INCORPORATION

OF

JANCO FINANCIAL SERVICES, INC.

JULY 5, 1996

Pursuant to Section 607.1006, Florida Statutes, JANCO FINANCIAL SERVICES, INC., a Florida corporation, does hereby adopt these Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is JANCO FINANCIAL SERVICES, INC.

SECOND: The Articles of Incorporation of this corporation are amended by deleting the provisions of Article IV as the same now exists, and by substituting in lieu thereof the following:

ARTICLE IV

PURPOSE

The sole purpose of this corporation shall be to act as the General Partner of FOREST

PLACE, LTD., a Florida Limited Partnership.

THIRD: The foregoing Amendment was approved and adopted by all of the directors and shareholders of the corporation on July 5, 1996. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of J.WCO FINANCIAL SERVICES, INC. verifies that these Articles of Amendment were adopted by the corporation on July 5, 1936.

JANCO FINANCIAL SERVICES, INC.

By: Dale D. Helling, President

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