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LEAD OFFICE

GESCHEIDT AND FOREMAN

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OF COUNSEL

*ADMITTED TO KENTUCKY BAR

August 17, 1995

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AREA CODE 407

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

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-08/21/95--01076--015
*****70.00 *****70.00

Re: BARTOW PROPERTY MANAGEMENT, INC.

Dear Sirs:

In connection with the formation of the above referenced corporation, I am enclosing herewith the following:

- 1) The original and one copy of the Articles of Incorporation.
- 2) A check in the amount of \$70.00 representing the filing fee, Registered Agent Designation and Conformed Copy of the Articles of Incorporation. Please return the Conformed Copy of the Articles to this office.

Your assistance in this matter is most appreciated.

Very truly yours,

GESCHEIDT AND FOREMAN

Richard A. Gescheidt

RAG/jjp
enclosures
File #1316.02

FILED
AUG 21 1995
TALLAHASSEE, FLORIDA

Transmitted Aug 21 1995

ARTICLES OF INCORPORATION
OF
BARTOW PROPERTY MANAGEMENT, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida under the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Bartow Property Management, Inc.

ARTICLE II

The principal place of business shall be situated at 10636 Maple Chase Circle, Boca Raton, Florida, and said corporation shall have the right and privilege of establishing, operating and doing business in such other counties of the State of Florida and in such states of the United States and foreign countries as the Board of Directors may from time to time order and establish.

ARTICLE III

The general nature of the business to be transacted by this corporation is as follows:

To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation;

To acquire, by purchase, lease or manufacture or otherwise, any personal property deemed necessary or useful in the furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

To buy, purchase, exchange, hire, lease, sell, convey, encumber or otherwise deal in real estate and property, either improved or unimproved, and any rights or interest therein, and to hold, own, control, manage and develop the same.

To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired held by a business corporation, and in particular lands, leaseholds, shares of stock, mortgages, bonds and other securities.

To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber lands, buildings, real property, chattels, real or other property of the company, real or personal;

To lend money on bonds secured by mortgages on real property or to lend money and make advances from time to time on bonds secured by mortgages for future advances upon real estate or any interest therein;

To issue debenture bonds secured by mortgages, upon property of this company or otherwise, and to sell the same; to borrow money, make and issue its promissory notes, bonds or other evidences of indebtedness, whether secured by mortgage, pledge or otherwise;

To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore, its own stock, bonds and other obligations;

To operate, conduct and maintain any and all types of business as may be lawfully carried on in the State of Florida, other states and foreign countries, and to do all things necessary and proper to the conduct of any such business so operated, conducted, not inconsistent with the laws of the State of Florida;

To do everything necessary, suitable and proper for the accomplishment of any of the purposes and the attainment of any of the objects and furtherance of any of the powers hereinabove set forth, whether alone or in as association with other corporations, firms, individuals, or as principal, or agent, and to do every and all acts and things, incidental to, appurtenant to, or growing out of or connected with the aforesaid purposes, objects and powers, or any part thereof, not inconsistent with the laws of the State of Florida

The total authorized capital stock of the corporation shall be 1,000 shares of common stock at a par value of \$1.00 per share, fully paid and nonassessable, payable in cash, property, labor and services at a just value.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The post office address of the corporation shall be 10636 Maple Chase Circle, Boca Raton, Florida 33498.

ARTICLE VI

The business of the corporation will be conducted by a board of not less than one (1) director nor more than nine (9) directors as may be determined by the By-laws, and the absence of such determination may be determined by the By-Laws, and the absence of such determination shall consist of one (1) director.

ARTICLE VII

The names and street addresses of the first Board of Directors, each of whom is of full age and at least one of whom is a citizen of the United States, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

GARY GUTENSTEIN
10636 Maple Chase Circle
Boca Raton, Florida 33432

ARTICLE VIII

The names and street addresses of each subscriber to these Articles of Incorporation and the number of shares of stock which each agree to take are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
GARY GUTENSTEIN 10636 Maple Chase Circle Boca Raton, Florida 33498	100	\$100.00

ARTICLE IX

This corporation has named Gary Gutenstein, located at 10636 Maple Chase Circle, Boca Raton, Florida 33498 as its agent to accept service of process within this state.

ARTICLE X

The street address of the corporation's initial registered office is 10636 Maple Chase Circle, Boca Raton, Florida 33498 and the name of the corporation's Registered Agent at the above address is GARY GUTENSTEIN.

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provisions of said Chapter 48.091, Florida Statutes, relative to keeping open said office.



Gary Gutenstein
Registered Agent

1/11/95 IN WITNESS WHEREOF, the subscriber has hereunto affixed his hand and seal this day of August, 1995.

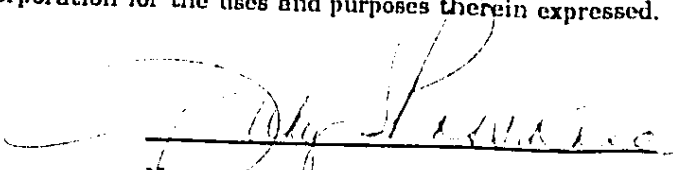


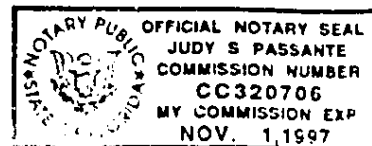
Gary Gutenstein, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The Foregoing Instrument was acknowledged before me this 17th day of August, 1995 by GARY GUTENSTEIN, who is personally known to me, and who acknowledged executing the foregoing Articles of Incorporation for the uses and purposes therein expressed.


Notary Public, State of Florida



FILED
1995 AUG 21 PM 5:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA