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Law Offices of

Stephen F. Voigt, P.A.  
Attorney at Law

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Sarasota, Florida 34242  
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August 25, 1995

VIA UPS

Florida Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: OWNER FINANCE PROPERTIES, INC.

Dear Sir/Madam:

I have enclosed for your review and filing the original and two (2) copies of the Articles of Incorporation for OWNER FINANCE PROPERTIES, INC., and a check in the amount of \$70.00 payable to The Florida Department of State for the following:

Filing Fee for Articles of  
Incorporation, F.S.

\$35.00

Filing Fee for Resident Agent  
F.S.

\$35.00

000001578200  
-03/01/95--01052--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

TOTAL:

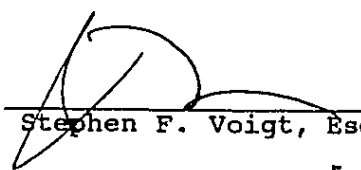
\$ 70.00

Please return a certified copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

By:

  
Stephen F. Voigt, Esq.

SFV/mss  
Enclosures

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
OWNER FINANCE PROPERTIES, INC.**

ARTICLE I - NAME

The name of this corporation is OWNER FINANCE PROPERTIES, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 2414 BEE RIDGE RD., SARASOTA, FLORIDA 34239.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered office of this corporation is STEPHEN F. VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INCORPORATOR

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

STEPHEN F. VOIGT  
2414 BEE RIDGE RD.  
SARASOTA, FLORIDA 34239

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

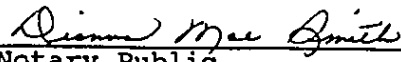
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30<sup>th</sup> day of August, 1995.

  
STEPHEN F. VOIGT

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 1995 by STEPHEN F. VOIGT, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

MY COMMISSION EXPIRES:

  
Notary Public  
DIANNA MAE SMITH  
Print Name



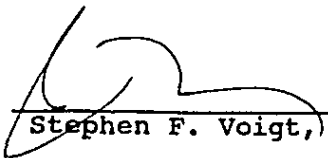
"OFFICIAL SEAL"  
Dianna Mae Smith  
My Commission Expires 3/30/97  
Commission #00000000

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

STEPHEN F. VOIGT, P.A.

BY:

  
Stephen F. Voigt, Pres.

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LAW OFFICE OF  
STEPHEN F. VOIGT, P.A.

2414 BEE RIDGE ROAD  
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SIESTA KEY OFFICE  
144 AVENIDA MESSINA  
SARASOTA, FLORIDA 34242  
(813) 925-2324  
(813) 921-2047 (FAX)

MEMORANDUM

To: Division of Corporations  
From: Stephen F. Voigt, P.A.  
Re: Amendment to Articles of Incorporation

Enclosed please find an amendment of the Articles of Incorporation for Owner Finance Properties, Inc. They are changing the name.

If you have any questions, please don't hesitate to call me.

Sincerely,

*Barbara A. Cook*

Barbara A. Cook  
Legal Assistant

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**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
OWNER FINANCE PROPERTIES, INC.**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. The name is amended to read as follows:

**OWNER FINANCED PROPERTIES, INC.**

2. Pursuant to Section 607.1003, Florida Statutes, the foregoing amendment was proposed to the Shareholders by the Board of Directors and the Shareholders entitled to vote approved the amendment. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, have executed these Articles of Amendment on September 12, 1995.

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Stephen F. Voigt, Vice President

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