

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Apartment Homes
of America, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement	****122.50	****122.50
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 16, 1996

CAPITAL CONNECTION

The name APARTMENT HOMES OF AMERICA, INC. has been reserved for 120 days beginning December 16, 1996. The reservation number is R96000005907 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 896A00056042

ARTICLES OF INCORPORATION
OF
APARTMENT HOMES OF AMERICA, INC.

FILED
96 DEC 19 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be APARTMENT HOMES OF AMERICA, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. The general nature of the business of the corporation and the objectives and purposes to be transacted shall be:

(a) To serve the general public as an apartment referral service;

(b) To be empowered to open branch offices throughout the State of Florida for the purposes of operating and maintaining similar services related to the industry;

(c) To borrow, execute notes, mortgages and deeds, or other evidence of indebtedness, and to secure the same by pledge or otherwise, of any and all of the products or assets of the

corporation for any purpose necessary or expedient in the operation of said businesses;

(d) To do all things that may become necessary or expedient in the proper conduct of the business functions of the corporation;

(e) To associate or create any other lawful business or businesses or to create subsidiaries for the operation of the same within the laws of the State of Florida and the United States of America.

ARTICLE III

The duration of this corporation shall and will be perpetual unless sooner dissolved by law.

ARTICLE IV

The principal place of business of the initial registered office of this corporation and its mailing address shall be 14502 N. Dale Mabry Highway, Suite 200, Tampa, FL 33618 and its initial registered agent shall be Gerald W. Perdue, 14502 N. Dale Mabry Highway, Suite 200, Tampa, FL 33618.

The corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE V

The amount of capital with which this corporation shall begin doing business shall be \$500.00.

ARTICLE VI

The aggregate number of shares of stock which this corporation shall have authority to issue shall be One Hundred (100) shares of common stock with a par value of \$1.00.

ARTICLE VII

This corporation shall have two (2) directors initially, and the number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one (1).

ARTICLE VIII

The name and address of the initial board of directors and incorporators of this corporation are as follows:

MARGARET ANN WEGERLE
3803 Preserve Court, #201
Tampa, FL 33624

GERALD W. PERDUE
14502 Bruce B. Downs
Blvd., #2635
Tampa, FL 33613

ARTICLE IX

The names and addresses of the initial officers shall be:

MARGARET ANN WEGERLE
3803 Preserve Court, #201
Tampa, FL 33624

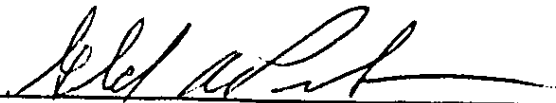
President

GERALD W. PERDUE
14502 Bruce B. Downs Blvd.
#2635
Tampa, FL 33613

Secretary/Treasurer

IN WITNESS WHEREOF, the undersigned subscribers have executed the foregoing Articles of Incorporation this 18th day of December, 1996.


MARGARET ANN WEGERLE


GERALD W. PERDUE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared MARGARET ANN WEGERLE and GERALD W. PERDUE, to me known to be the persons described in and who subscribed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 18th day of December, 1996.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



MARLENE EADY
MY COMMISSION # CC285487 EXPIRES
JUNE 17, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


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 APARTMENT HOMES OF AMERICA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 14502 N. Dale Mabry Highway, Suite 200, Tampa, FL 33618 and GERALD W. PERDUE, 14502 N. Dale Mabry Highway, Suite 200, Tampa, FL 33618 as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 18 day of December, 1996.


GERALD W. PERDUE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA