

FEDERAL EXPRESS

P96000102359
Consolidated Management Properties, Inc.
24500 Chagrin Boulevard, Suite 200
Beachwood, Ohio 44122
216-464-5130

December 17, 1996

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

100002037451--7
-12/24/96--01146--004
****122.50 ****122.50

Re: To be filed first: 1. "Risman Retail Corp."
To be filed last: 2. ~~"Risman-Stuart-Retail Ltd."~~

Dear Sir/Madam:

Please FILE FIRST the enclosed original and one copy of the Articles of Incorporation and the Certificate of Designation - Registered Agent/Registered Office regarding the following corporation:

"Risman Retail Corp."

A check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) has been provided to cover the required filing fee. Please note, this fee includes the cost of a Certified Copy that should be returned to the undersigned.

Please FILE SECONDLY the enclosed original and one copy of the Certificate of Limited Partnership and the Affidavit of Capital Contributions for Florida Limited Partnership regarding the following limited partnership:

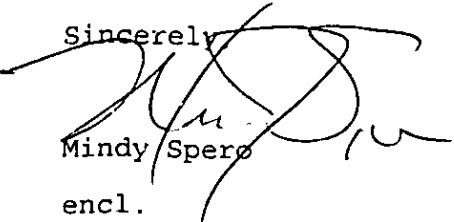
~~"Risman-Stuart-Retail Ltd."~~

A check in the amount of One Hundred Forty Dollars (\$140.00) has been provided to cover the required filing fee. Please note, this fee includes the cost of a Certified Copy that should be returned to the undersigned.

For your convenience, a completed Federal Express envelope has been attached to return all filed documents and Certified Copies. Please note, we have covered the costs regarding delivery.

Thank you for your cooperation and should you have any questions, please do not hesitate to contact me at 216-464-5130.

Sincerely,


Mindy Spero

encl.

FILED
96 DEC 18 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER DEC 19 1996

FILED

96 DEC 18 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Risman Retail Corp.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Risman Retail Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

24500 Chagrin Boulevard
Suite 200
Beachwood, Ohio 44122

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert R. Risman
2730 So. Ocean Drive
Suite 704
Palm Beach, Florida 33480

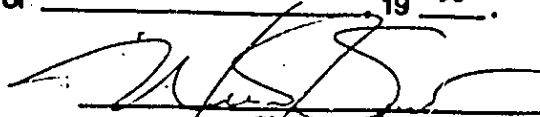
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Mindy Spero
24500 Chagrin Boulevard, Ste. 200
Beachwood, Ohio 44122

The undersigned has(have) executed these Articles of Incorporation this

17th day of December, 19 96.



Signature/Title
Mindy Spero, Incorporator

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Risman Retail Corp.

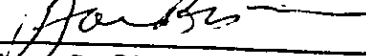
2. The name and address of the registered agent and office is:

Robert R. Risman
(NAME)
2730 So. Ocean Drive, Suite 704
(P.O. BOX NOT ACCEPTABLE)
Palm Beach, Florida 33480
(CITY/STATE/ZIP)

FILED
96 DEC 18 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE 
(corporate officer) Robert K. Risman
TITLE President
DATE 12/17/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
Robert R. Risman
DATE 12/17/96

REGISTERED AGENT FILING FEE: \$35.00