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LAW OFFICES OF
JOEL S. MOSS, P.A.

TELEPHONE (407) 768-1250
FAX (407) 724-2990

47 W. NEW HAVEN AVENUE
SUITE 200
MELBOURNE, FL 32901

March 5, 1996

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

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03/06/96--01093--020
****122.50 ****122.50

Re: Spanish Trace, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Spanish Trace, Inc. together with this firm's check in the amount of \$122.50 to cover the fee for incorporation. Also enclosed is the Certificate of Resident Agent.

Please file the Articles upon receipt, or before March 6, 1996, and return a copy of the letter from the State of Florida which states the date of filing and the charter number of the corporation in the enclosed express envelope.

Thank you for your assistance in this matter.

Sincerely,

THE LAW OFFICE OF JOEL S. MOSS

Rachelle M. Hegedus

BY: Rachelle M. Hegedus
Secretary to Joel S. Moss

/rmh

Enclosure

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96 MAR -6 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
3/8/96

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ARTICLES OF INCORPORATION OF
SPANISH TRACE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as a subscriber to these Articles of Incorporation, being a natural person, competent to contract and to render services under the laws of the State of Florida, hereby presents and adopts these Articles of Incorporation under the Florida General Corporation Act, and all other laws of the State of Florida.

ARTICLE I

The name of the Corporation is SPANISH TRACE, INC., which is located at 1218 E. New Haven Avenue, Melbourne, Florida 32901

ARTICLE II

The term of existence of this Corporation shall be perpetual.

ARTICLE III

The purpose for which this Corporation is organized is to engage in a property management business and any other lawful business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

The aggregated number of shares of stock which the Corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00.

ARTICLE V

The street address of the registered office of the Corporation shall be 47 W. New Haven Avenue, Suite 200, Melbourne, Florida 32901. The name of the registered agent at such address is Joel S. Moss, Attorney. The Board of Directors may from time to time name another registered agent or move the registered office to any other address in the State of Florida.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two (2) members. The names and addresses of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Robert J. Brown	1218 E. New Haven Ave. Melbourne, Florida
Susan L. Brown	1218 E. New Haven Ave. Melbourne, Florida

All Directors of the Corporation shall be of a legal age and shall be legal residents of the United States of America. The number of Directors may be either increased or decreased from time to time.

ARTICLE VII

The business of the Corporation shall be conducted by a President, Vice-President, Secretary and Treasurer. The Officers who shall serve for the first year, or until such time as a successor(s) are chosen are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Robert J. Brown	President	1218 E. New Haven Ave. Melbourne, Florida
Susan L. Brown	Vice-President Secretary & Treasurer	1218 E. New Haven Ave. Melbourne, Florida

ARTICLE VIII

The name and address of the incorporator is: Robert J. Brown, 1218 E. New Haven Avenue, Melbourne, Florida 32901.

ARTICLE IX

Except as otherwise provided by law, the entire voting power for the election of the Directors shall be vested exclusively in the Shareholders of the outstanding common shares. However, the holders of all outstanding common shares of the Corporation may, by separate written document, agree to a predetermined vote of their shares with regard to questions of election of Directors, the election and direct appointment of Officers, appointment of employees and the issuance of dividends. Said written document may also place regulative or restrictive provisions of the sale or

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disposition of the outstanding shares of Corporate stock. Such regulations or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless notice of the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE X

The Shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a one hundred percent (100%) majority vote of the members of the Shareholders, any regulative or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of any Shareholders, or in the event of the death, termination or resignation of any of the Shareholders who may also be Directors or Officers of the Corporation. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Shareholders of the Corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

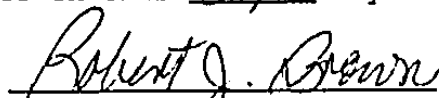
ARTICLE XI

The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Shareholders meeting, with not less than a sixty percent (60%) majority vote of the Shareholders of the Corporation.

ARTICLE XII

The Corporation shall indemnify and hold harmless all Officers and Directors, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, as the Subscriber of these Articles of Incorporation set my hand and seal hereto on this 5th day of March, 1996.


Robert J. Brown
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared, Robert J. Brown, who is personally known to me, and who executed the foregoing instrument and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 5th day of March, 1996.


Notary Public

My Commission Expires:



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STATE OF FLORIDA - DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this State, naming registered agent and naming the Officers and Board of Directors of the Corporation.

The following is submitted in compliance with Chapter 607.0501, Florida Statutes:

SPANISH TRACE, INC.

is a Corporation organized under the laws of the State of Florida, with its principal office located at 1218 E. New Haven Avenue, City of Melbourne, County of Brevard, State of Florida. The Registered Agent of the Corporation shall be JOEL S. MOSS, ATTORNEY, who is located at 47 W. New Haven Avenue, Suite 200, City of Melbourne, County of Brevard, State of Florida.

The initial Officer of the Corporation is:

Robert J. Brown-President-1218 E. New Haven Ave., Melbourne, FL

Susan L. Brown- Vice-President, Secretary & Treasurer -1218 E. New Haven Avenue, Melbourne, Florida 32901

The initial Director of the Corporation is:

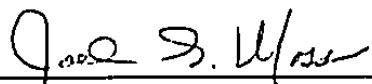
Robert J. Brown-1218 E. New Haven Ave., Melbourne, FL

Susan L. Brown-1218 E. New Haven Avenue, Melbourne, Florida 32901

ACCEPTANCE:

I agree, as Registered Agent of the Corporation, to accept service of process, to keep an office open during the prescribed hours, to post my name along with the above named Officers of the Corporation who are also authorized to accept service, as required by law.

DATED: March 5th, 1996


Joel S. Moss
Registered Agent

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47 W. NEW HAVEN AVENUE
SUITE 200
MELBOURNE, FLORIDA 32901

LAW OFFICES
JOELS. MOSS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

(407) 709-1250
Fax (407) 724-8900