P96000022822 RICHARD G. HATHAWAY, P.A.

TELEPHONE (904) 806-0000
TELECOPIEN (904) 806-3804

Post office Box selles

JACKBONVILLE, FLORIDA DESSE-BOS

7077 HONNEVAL HOAD - BUITE HOO JACKBONVILLE, FLORIDA 32810

March 7, 1996

Corporations Division
Office of the Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re:

Hathaway Realty Services, Inc.

Gentlemen:

800001738548 -03/11/96--01061--014 *****70.00 *****70.00

Enclosed is the original Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Fees

\$ 35.00

Registered Agent Designation

\$ 35.00

\$ 70.00

Please file the Articles and confirm the filing as quickly as possible.

With kindest regards,

Richard G. Hathaway

Enclosures

RGH/ei

ARTICLES OF INCORPORATION HATHAWAY REALTY SERVICES, INC.

FILED

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SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

> Article I Nal 2

The name of this corporation shall be Hathaway Realty Services, Inc.

Article II Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be c/o Richard G. Hathaway, 7077 Bonneval Rd., Ste. 200, Jacksonville, FL 32216.

Article III Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

Article IV Initial Registered Agent and Address

The street address of the initial registered office of this corporation is 7077 Bonneval Rd, Ste. 200, Jacksonville, Florida 32216 and the initial registered agent at that office is Richard G. Hathaway.

Article V Incorporator

The name and street address of the incorporator of this corporation are:

Richard G. Hathaway 7077 Bonneval Rd., Ste. 200 Jacksonville, FL 32216

Article VI Duration

This corporation shall exist perpetually.

Article VII Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII Directors

- (a) This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).
- (b) The name and street address of the initial director of the corporation are:

Pamela S. Hathaway 115 Ocean Forest Drive North Atlantic Beach, Florida 32233

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 14k day of March, 1996.

Richard G. Hathaway

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED FILED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA 96 MAR 11 PH I/101

In compliance with Sections 48.091, 607.0501 and 607.0505 AFIGNAL FLORIDA Statutes, the following is submitted:

Hathaway Realty Services, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Richard G. Hathaway as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 7077 Benneval Rd., Ste. 200, Jacksonville, Florida 32216.

DATED this 7th day of March, 1996.

Richard G. Hathaway

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 7th day of March, 1996.

Richard G. Hathaway

P960000722822

LAW OFFICES OF

RICHARD G. HATHAWAY, P.A.

POST OFFICE BOX BBIIGB

Other

JACKBONVILLE, FLORIDA 32256-1165

weets amount

500001850146 -06/04/96--01113--004 *****35.00 *****35.00

Office Use Only

Examiner's Initials

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ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION

Pursuant to the provisions of FSA § 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation before amendment:

HATHAWAY REALTY SERVICES, INC.

2. The name of the corporation after amendment:

HATHAWAY COMMERCIAL REALTY SERVICES, INC.

3. The text of each amendment as adopted is as follows:

ARTICLE I NAME

The name of this corporation shall be Hathaway Commercial Realty Services, Inc.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be c/o Richard G. Hathaway, P.A., 10151 Deerwood Park Blvd, Bldg 100, Suite 250, Jacksonville, FL 32256.

4. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the text of the amendment itself, are as follows:

N/A

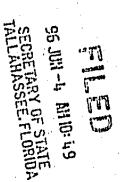
4. The date of adoption of each amendment was:

5/8/96

5. Each amendment was adopted by:

Duly approved shareholder action in accordance with the provisions of FSA § 607.1003.

6. These amendments will be effective upon filing.



Date: May 8, 1996

Pamela S. Hathaway, President, sole Director and sole Shareholder