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LEWIS, VEGOSEN, ROSENBAACH & SILBER, P.A.

ATTORNEYS AT LAW

500 SOUTH AUSTRALIAN AVENUE, 10th FLOOR  
WEST PALM BEACH, FLORIDA 33401

ROBERT M. LEWIS (1932-1982)

CASS W. CHRISTINSON  
GARY M. DUNKLE  
CYNTHIA J. JACKSON  
JOHN B. LEVITT  
MARSHALL J. OSOFSKY  
DEAN J. ROSENBAACH •  
JOHN R. SHEPPARD, JR.  
LOUIS M. SILBER •  
SAMUEL A. THOMAS  
KENNETH A. TREADWELL  
DEAN VEGOSEN  
GARY WALK

MAILING ADDRESS:

P.O. BOX 4388  
WEST PALM BEACH, FL. 33402-4388

OF COUNSEL:  
EDWARD BOBICK

April 1, 1996

TELEPHONE (407) 659-3300  
FAX: (407) 832-1991

\* Board Certified Civil Trial Lawyer

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

700001769317  
-04/04/96--01058--007  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: Realty Asset Properties, Inc.

Gentlemen:

Enclosed please find one executed original and one copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is Lewis, Vegosen, Rosenbach & Silber, P.A. check #012021 in the amount of \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

*Sharon L. Wood*  
Sharon L. Wood, secretary to  
Kenneth A. Treadwell

enclosures

cc: Richard Heitmeyer  
Linda Davis  
Richard Comiter, Esq. (w/encl. via fax only)

ARTICLES OF INCORPORATION  
OF  
REALTY ASSET PROPERTIES, INC.

ARTICLE I - NAME

The name of this corporation is: REALTY ASSET PROPERTIES, INC.

ARTICLE II - PRINCIPAL ADDRESS

1700 Palm Beach Lakes Blvd. Suite 1100  
West Palm Beach, Florida 33401

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.10, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Kenneth A. Treadwell, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in

the bylaws. The name and address of the initial director of the corporation are:

Richard Holtmeyer  
1700 Palm Beach Lakes Blvd. Suite 1100  
West Palm Beach, Florida 33401

#### ARTICLE VIII - INCORPORATOR

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

Kenneth A. Treadwell  
500 South Australian Avenue - 10th Floor  
West Palm Beach, Florida 33401

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

#### ARTICLE XI - AMENDMENT

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

#### ARTICLE XII - AFFILIATED TRANSACTIONS

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

ARTICLE XIII - CONTROL-SHARE ACQUISITIONS

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

ARTICLE XIV - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE XV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of April, 1996.

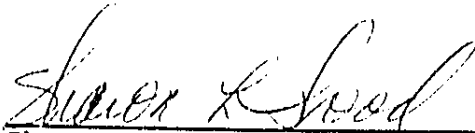
Kenneth A. Treadwell  
Kenneth A. Treadwell, Incorporator

FILED  
95 APR -4 AM 7:04  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA        )  
COUNTY OF PALM BEACH    ) SS.:

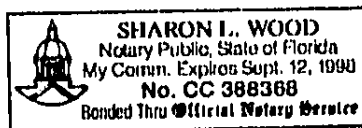
I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned notary public authorized to take acknowledgments in the state and county set forth above, Kenneth A. Treadwell, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 11 day of April, 1996.



Sharon L. Wood, Notary Public  
Commission No. CC 388368

My commission expires:



FILED  
95 APR -4 AM 7:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST--THAT REALTY ASSET PROPERTIES, INC. DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF  
FLORIDA, HAS NAMED KENNETH A TREADWELL LOCATED AT 500 S.  
AUSTRALIAN AVENUE, 10TH FLOOR, CITY OF WEST PALM BEACH, STATE OF  
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Kenneth A. Treadwell

Kenneth A. Treadwell

TITLE: INCORPORATOR

DATE: April / , 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Kenneth A. Treadwell

Registered Agent

DATE: April / , 1996

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FILED  
96 APR -4 AM 7:04  
STATE  
TALAMON SEEN FLORIDA