

P96000040609

CASS, GRAHAM & FISHER
ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

324 HYDE PARK AVENUE
SUITE 375
TAMPA, FLORIDA 33608

(813) 253-2992
FAX (813) 253-2284

May 2, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000001811690
-05/07/96--01128--007
*****70.00 *****70.00

Greetings:

Please file Articles of Incorporation for SIERRA CONSULTING SERVICES, INC.

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

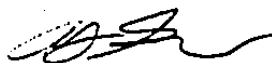
Filing Fee	\$ 35.00
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

FILED
96 MAY -7 PM 3:42
OFFICE OF THE
CLERK OF THE
STATE
TALLAHASSEE, FLORIDA

Doc
5/13/96

**ARTICLES OF INCORPORATION
OF
SIERRA CONSULTING SERVICES, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

FILED
96 MAY -7 PM 3:42
CORPORATE
CLERK
STATE OF FLORIDA

ARTICLE I NAME

The name of this corporation is SIERRA CONSULTING SERVICES, INC.

ARTICLE II ADDRESS

The corporation's address is 324 S. Hyde Park Avenue, Suite 375, Tampa, Florida 33606.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence May 2, 1996; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 324 S. Hyde Park Avenue, Suite 375, Tampa, Florida 33606 and the initial registered agent at that same address is Andrew L. Graham.

ARTICLE VII INITIAL DIRECTOR

The following individual will be the initial director of the corporation:

Charles M. Pinekney

The initial director will hold office for the first year of the corporation's existence and until his successor is duly elected and qualified, subject to his earlier resignation, or his removal from office by the shareholders of the corporation any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Andrew L. Graham, 324 S. Hyde Park Avenue, Suite 375, Tampa, Florida 33606.

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of May, 1996.




Andrew L. Graham, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is SIERRA CONSULTING SERVICES, INC.
2. The name and address of the registered agent is:

Andrew L. Graham
324 S. Hyde Park Avenue, Suite 375
Tampa, Florida 33606



Andrew L. Graham

Date: 5/2/96

FILED
96 MAY -7 PM 3:42
REGISTERED
CLERK

P96000040609

CASS & GRAHAM

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

112 SOUTH MAGNOLIA AVENUE
TAMPA, FLORIDA 33606

(813) 253-2992
FAX (813) 253-2284

February 28, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002102230--6
-03/03/97--01053--003
*****35.00 *****35.00

Greetings:

Please file Articles of Amendment for SIERRA CONSULTING SERVICES, INC. The name is to be changed to OLYMPUS REAL ESTATE ADVISORS, INC.

An original and a copy of the Articles of Amendment are enclosed along with a check in the amount of \$35.00.

Please send the date-stamped copy of the Articles to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -3 AM 9:41

OK Per Lynn
MC

FIRST ARTICLES OF AMENDMENT
OF
SIERRA CONSULTING SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 HAR -3 AM 9:41

1. The name of the Corporation is SIERRA CONSULTING SERVICES, INC.

2. The text of the amendment is set forth below:

Article I of the Articles of Incorporation is amended by inserting "OLYMPUS REAL ESTATE ADVISORS, INC." in lieu of "SIERRA CONSULTING SERVICES, INC."

3. The foregoing amendment was adopted February 28, 1997.

4. The number of votes cast by the shareholders of the Corporation was sufficient for approval of the foregoing amendment.

IN WITNESS WHEREOF, I have executed these Articles of Amendment this 28th
day of February, 1997.

Charles M. Pinckney
Charles M. Pinckney, President