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PREMISE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 976621 11440A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 5, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 976621

CUSTOMER NO: 11440A

CUSTOMER: Tom Roman, Esq
ROMAN & ROMAN, P.A.

Suite #1
2196 Main Street
Dunedin, FL 34698

DOMESTIC FILING

NAME: PHILIPPE LANDING OF SAFETY
HARBOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

JP
6/5/96

RECEIVED
DIVISION OF CORPORATION
95 JUN -5 PM 11:33

RECEIVED
DIVISION OF CORPORATION
95 JUN -5 PM 1:23

JUN- 4-96 TUE 1:44 PM GOZA & HALL, P. A.

FAX NO. 813 796 8906

P. 2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -5 PM 1:23

June 4, 1996

Philippe Landing, Inc.
2036 Philippe Parkway
Safety Harbor, FL 34695

Mr. Ilhan Bilgutay
880 Mandalay Avenue
Clearwater, FL 34630

Re: Permission to Incorporate as Philippe Landing of Safety Harbor, Inc.

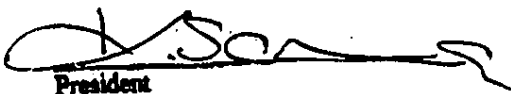
Dear Mr. Bilgutay:

This letter will confirm my authorization as the President of Philippe Landing, Inc., a Florida corporation, for you to incorporate your new business using the name Philippe Landing of Safety Harbor, Inc., in that you are purchasing the apartment complex known as "Philippe Landing" from Philippe Landing, Inc., through your new corporation to be called Philippe Landing of Safety Harbor, Inc.

You may provide this written consent to the State of Florida, Secretary of State, Division of Corporations, in order to facilitate your new incorporation.

Sincerely,

PHILIPPE LANDING, INC.


President

EFFECTIVE DATE

6/3/96

**ARTICLES OF INCORPORATION
OF
PHILIPPE LANDING OF SAFETY HARBOR, INC.**

FILED
SECRETARY OF STATE
DEPARTMENT OF REVENUE
JUN 15 11:23

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

ARTICLE I - Name

The name of the Corporation is **PHILIPPE LANDING OF SAFETY HARBOR, INC.**

ARTICLE II - Commencement and Duration

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Principal Office

The initial principal office of the Corporation will be located at 2035 Philippe Parkway, Safety Harbor, Florida 34695.

ARTICLE V - Stated Capital

The Corporation is authorized to issue 1,000 shares of common stock at ONE DOLLAR (\$1.00) par value per share.

ARTICLE VI - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the Shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the Shareholders. The Corporation shall have one (1)

director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and street address of the initial Director who shall hold office until his successor(s), who shall be chosen at the first meeting of the Shareholders, have been qualified shall be:

Name

Address

ILHAN M. BILGUTAY

**2035 Philippe Parkway
Safety Harbor, FL 34695**

ARTICLE VII - Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX - Amendment

These Articles of Incorporation may be amended at any time by a vote of the majority of the Shareholders of the Corporation, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE X - Incorporator

The name and address of the Incorporator to these Articles of Incorporation is:

Name

Address

ROMAN & ROMAN

**2196 Main Street, Suite L
Dunedin, FL 34698**

ARTICLE XI - Initial Registered Office and Registered Agent

The Initial Registered Agent and its address at the Registered Office of the Corporation is:
ROMAN & ROMAN, 2196 Main Street, Suite L, Dunedin, Florida 34698.

Acknowledgment of Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

ROMAN & ROMAN

By: 

Thomas A. Roman, President

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 3rd day of June, 1996.

ROMAN & ROMAN

By: 

Thomas A. Roman, President

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 3rd day of June, 1996, by **Thomas A. Roman**, as President of **ROMAN & ROMAN**, who is personally known to me.


Notary Public

Printed or Stamped Name of Notary

My commission expires:



WENDY RITTER
MY COMMISSION # 00446335 EXPIRES
MARCH 10, 1999
ISSUED THRU TROY FARM INSURANCE, INC.

corps/philippe/articles

FILED
SECRETARY OF STATE
96 JUN -5 PM 1:23
TALLAHASSEE, FLORIDA