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FLORIDA DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE

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STATE OF FLORIDA

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NAME: STERLING PLACE APARTMENTS, INC.

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**ARTICLES OF INCORPORATION
OF
STERLING PLACE APARTMENTS, INC.**

The undersigned, acting as incorporator of Sterling Place Apartments, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Sterling Place Apartments, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 505 North Orlando Avenue, Suite 310, Cocon Beach, Florida 32901.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the

This instrument prepared by:
Thomas M. McAlahey
Florida Bar No. 0009067
Holland & Knight
Post Office Box 1526
Orlando, Florida 32802
407 / 425-8800
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corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Nick Prokon, 505 North Orlando Avenue, Suite 310, Cocoa Beach, Florida 32931.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

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

| <u>Name</u> | <u>Address</u> |
|-------------|---|
| Nick Prokon | 505 North Orlando Avenue Suite 310 Cocoa Beach, Florida 32931 |

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Thomas Boroughs | 200 South Orange Avenue Suite 2000 Orlando, Florida 32801 |

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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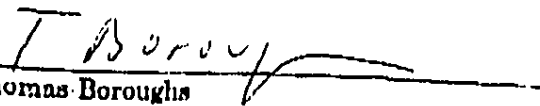
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of June, 1996.


Thomas Boroughs
Incorporator

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 46.091 and 607.0501, Florida Statutes, the following
is submitted:

That Sterling Place Apartments, Inc., desiring to organize under the laws
of the State of Florida with its initial registered office, as indicated in the Articles of
Incorporation, at 806 North Orlando Avenue, Suite 310, Cocoa Beach, Florida 32931,
has named Nick Proton, located at 806 North Orlando Avenue, Suite 310, Cocoa Beach,
County of Brevard, State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the
corporation named above, at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in that 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: June 20 1996

OSL-148997.1/448


Nick Proton, Registered Agent

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4

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CLERK OF COURT
JULIE A. HARRIS