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SMITH & PIROLOZZI

CERTIFIED PUBLIC ACCOUNTANTS

Professional Association

J. MICHAEL SMITH, CPA
JOSEPH PIROLOZZI, CPA

SUITE A
5111 MEMORIAL HWY
POST OFFICE BOX 25233
TAMPA, FLORIDA 33622-5233
(813) 884-6636
TOLL FREE 1 (800) 206-6444
FAX (813) 882-4958

SUITE 4
1601 RICKENBACKER DRIVE
SUN CITY CENTER, FLORIDA 33573
(813) 634-8885
FAX (813) 633-3228
Members: American Institute
and Florida Institute of CPAs

July 19, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

800001902608
-07/24/96--01001--001
*****70.00 *****70.00

Re: REDWINE PROPERTIES, INC.

Gentlemen:

Enclosed please find original Articles of Incorporation for the above named corporation.

Also enclosed is a check, in the amount of \$70.00, representing the filing fee, made payable to Secretary of State.

Please file the original of the enclosed Articles of Incorporation.

Sincerely,

SMITH & PIROLOZZI, CPA'S P.A.,

BY: J. Micheal Smith CPA /ssh
J. Micheal Smith, C.P.A.

Signed in Mr. Smith's absence
to avoid a delay in mailing.

ssh
enclosure

cc: Stephen C. Cheeseman
101 East Kennedy Blvd.
Suite 4130
Tampa, Florida 33602

Certified Mail
Return Receipt Requested
P 253 864 025

AL JUL 24 1996

FILED
96 JUL 23 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
REDWINE PROPERTIES, INC.

FILED
96 JUL 23 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is REDWINE PROPERTIES, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

(1) Transacting any and/or all lawful business including, but not limited to, conducting the specific business to engage in each and every phase and/or aspect of conducting the business of renting, leasing, management and sale of residential apartments, single family and multi-family properties and any and all other residential and commercial real property.

(2) To act on its own behalf in all legal or equitable proceedings or suits.

(3) To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.

(4) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(5) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(6) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the

State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(7) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, with limit as to amount, with any person, firm association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(8) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all the general powers of like corporation.

(9) To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

(10) The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The principal office of the corporation shall be 101 East Kennedy Blvd., Suite 4130, Tampa, Florida 33602.

ARTICLE VI

The initial board has one director. The names and addresses of the Board of Directors members are as follows:

Stephen C. Cheeseman
101 East Kennedy Blvd.
Suite 4130
Tampa, Florida 33602

ARTICLE VII

The name and address of each incorporator is listed above as an initial director.

ARTICLE VIII

The name of the original registered agent and his street address are:

Stephen C. Cheeseman
101 East Kennedy Blvd.
Suite 4130
Tampa, Florida 33602

ARTICLE IX

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of directors and the shareholders.

July EXECUTED by the undersigned at Tampa, Florida on the 10th day of July, 1996.

Stephen C. Cheeseman

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, personally appeared **Stephen C. Cheeseman** well known to me to be the person described in and who executed the foregoing Articles of Incorporation of **REDWINE PROPERTIES, INC.**, and he acknowledged before me that he signed said Articles of Incorporation for the uses and purposes set forth herein.

WITNESS my hand and official seal this 11th day of July, 1996.

Linda Fyfe
Notary Public



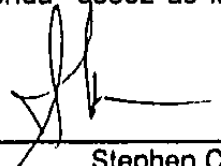
LINDA FYFE
COMMISSION # CC 409735
EXPIRES JUN 30, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
96 JUL 23 PM 3:56
SEAL
JUL 23 1996
STATE
OFFICE
TALLAHASSEE FLORIDA

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

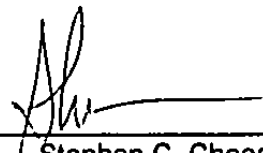
REDWINE PROPERTIES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business as 101 East Kennedy Blvd., Suite 4130, Tampa, Florida 33602, and has named Stephen C. Cheeseman located at 101 East Kennedy Blvd., Suite 4130, Tampa, Florida 33602 as its agent to accept service of process within the State of Florida.



Stephen C. Cheeseman

Date: 7/16/96

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.



Stephen C. Cheeseman

Date: 7/16/96