

P96000062456
SMITH, WILLIAMS & HUMPHRIES
A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

TAMPA OFFICE:
712 SOUTH HEDGECOCK AVENUE
PORT OF HONOR BOX 807
TAMPA, FLORIDA 33601
(813) 883-8400
FAX (813) 884-3409

ORLANDO OFFICE:
201 EAST PARK BLVD
SUITE 701
ORLANDO, FLORIDA 32801
(407) 849-8161
FAX (407) 849-4030

REPLY TO TAMPA OFFICE

July 23, 1996

VIA OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000001303680
-07/24/96--01096--015
****122.50 ****122.50

Re: Incorporation of TAMPA BAY INVESTORS, INC.

Gentlemen:

Enclosed please find the following documents with regard to the above corporation.

1. Original and one (1) copy originals of the Articles of Incorporation - one for filing with the State and the other for certification and return to our law office;
2. An original and one copy of the Certificate Designating Registered Agent; and
3. Deppie Townsend Whitwam check made payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

a.	Filing Fee	\$ 35.00
b.	Certified Copy	52.50
c.	Registered Agent Designation	35.00

TOTAL \$122.50

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

W96-13614
JUL 25 1996 BSB

Very truly yours,

David L. Smith
David L. Smith

FILED
96 JUL 24 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH, WILLIAMS & HUMPHRIES
A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

TAMPA OFFICE:

712 SOUTH HUNTER AVENUE
FOURTH FLOOR
TAMPA, FLORIDA 33601
(813) 283-8400
FAX (813) 284-3469

ORLANDO OFFICE:

201 FAIRVIEW DRIVE
SUITE 701
ORLANDO, FLORIDA 32801
(407) 849-8181
FAX (407) 849-4030

ONLY TO TAMPA OFFICE

June 18, 1996

VIA OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **Incorporation of CAPITAL REALTY ADVISORS, INC.**

Gentlemen:

Enclosed please find the following documents with regard to the above corporation.

1. Two (2) originals of the Articles of Incorporation - one for filing with the State and the other for certification and return to our law office;
2. An original and one copy of the Certificate Designating Registered Agent; and
3. Deppie Townsend Whitwam check made payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

a.	Filing Fee	\$ 35.00
b.	Certified Copy	52.50
c.	Registered Agent Designation	<u>35.00</u>

TOTAL \$122.50

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

David Lisle Smith
David Lisle Smith

JUN 26 1996

Enclosures

308, 502, 511

W96-13614



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1996

SMITH, WILLIAMS & HUMPHRIES
P. O. BOX 897
TAMPA, FL 33601

SUBJECT: CAPITAL REALTY ADVISORS, INC.
Ref. Number: W96000013614

We have received your document for CAPITAL REALTY ADVISORS, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00031773

**ARTICLES OF INCORPORATION
OF
TAMPA BAY INVESTORS, INC.**

FILED
96 JUL 24 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is **TAMPA BAY INVESTORS, INC.** The address of the corporation is 524 Lucerne Avenue, Tampa, Florida 33606. Mailing address P. O. Box 694, Tampa, Florida 33601.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 100 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

ARTICLE V PRE-EMTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 524 Lucerne Avenue, Tampa, Florida 33606; mailing address: P. O. Box 694, Tampa, Florida 33601, and the name of the initial Registered Agent of the Corporation at that address is Deppie Townsend Whitwam.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The Corporation will have one Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director, President/Vice-President /Secretary is: Deppie Townsend Whitwam at 524 Lucerne Avenue, Tampa, Florida 33606; mailing address: P. O. Box 694, Tampa, Florida 33601.

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Depple Townsend Whitwam, 594 Lucerne Avenue, Tampa, Florida 33606; mailing address: P. O. Box 694, Tampa, Florida 33601.

**ARTICLE IX
BYLAWS**

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

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of 199 6.

July

Depple T. Whitwam
SUBSCRIBER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Depple Townsend Whitwam, known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION of TAMPA BAY INVESTORS, INC., and she acknowledged before me that she executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15 day of July, 1996.

Christina M. Ward
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CHRISTINA M. WARD
MY COMMISSION # CC324771 EXPIRES
November 21, 1997
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That **TAMPA BAY INVESTORS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at 524 Lucerne Avenue, Tampa, Florida 33606 has named Depple Townsend Whitwam, 524 Lucerne Avenue, Tampa, Florida 33606; mailing address P. O. Box 694, Tampa, Florida 33601, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: Depple Townsend Whitwam
Depple Townsend Whitwam
Registered Agent

FILED
JUL 24 PM 3:35
TAMPA
STATE OF FLORIDA
CLERK OF CIRCUIT COURT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of July 1996, by Depple Townsend Whitwam, as Registered Agent of **TAMPA BAY INVESTORS, INC.**, a Florida profit corporation, for and on behalf of the corporation. She is personally known to me and did take an oath.

NOTARY PUBLIC:

Christina M. Ward



CHRISTINA M. WARD
MY COMMISSION # CC324771 EXPIRES
November 21, 1997
BONDED THRU TROY FARM INSURANCE, INC.

My Commission expires: