

P96000067957

August 8, 1996

Florida Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

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Re: ECN REALTY ASSOCIATES, INC. - Articles of Incorporation

Enclosed with this letter are two original copies of the Articles of Incorporation of ECN Realty Associates, Inc. together with this firm's check number 1385 in the amount of \$122.50, representing the required fees for filing the Articles, recording a Registered Agent, and providing a Certified Copy of the transaction. Please return a copy of the recorded Articles in the stamped, self-addressed envelope also provided for that purpose.

If you have any questions concerning the enclosed documents, please contact me at 407-420-1000.

Very truly yours,

GREENBERG TRAURIG

Donna M. Wolfe CPS

Donna M. Wolfe, CPS
Secretary to Joseph J. JeBailey

dmw/
Enclosures

F:\DMS\JeBailey\RX\ECN_rty\Artlr.doc

FILED
96 JUL 12 PM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bailey 8/15

GREENBERG TRAURIG, HOFFMAN LUDWIG ROSEN & QUENTEL, P.A.
P.O. Box 1923, ORLANDO, FLORIDA 32802-1923
107-420-1000 FAX 107-420-5909
111 NORTH ORANGE AVENUE, SUITE 2050, ORLANDO, FLORIDA 32801
MIAMI, NEW YORK, WASHINGTON, D.C.
FORT LAUDERDALE, WEST PALM BEACH, TALLAHASSEE, ORLANDO

Articles of Incorporation
of
ECN REALTY ASSOCIATES, INC.

FILED
65 12 12 PM 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is ECN REALTY ASSOCIATES, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 120 International Parkway, Suite 264, Heathrow, Seminole County, Florida 32746.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Corporation in the State of Florida is 120 International Parkway, Suite 264, Heathrow, Seminole County, Florida 32746. The name of the registered agent at such address is Roger A. Johnson II.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have

all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1000) shares of Common Stock ("Common Stock").

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Roger A. Johnson II

Address

120 International Parkway
Suite 264
Heathrow, Seminole County
Florida 32746

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

The shareholders shall not take any action or omit to take any action that would endanger the Corporation's status as an "S Corporation" under the Internal Revenue Code of 1986, as amended, unless such action or omission is first approved by the Board of Directors of the Corporation. Any transfers of the Corporation's Common Stock that would endanger the Corporation's status as an "S Corporation" under the Internal Revenue Code of 1986, as amended, whether by operation of law or otherwise, are null and void ab initio.


ARTICLE XII

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock 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 early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator does hereby execute, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.

DATED as of the 25th day of August, 1996.


ROGER A. JOHNSON II

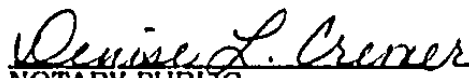
STATE OF FLORIDA
COUNTY OF Sumter

The foregoing Articles of Incorporation was acknowledged before me this 25th day of August 1996, by Roger A. Johnson II. He is personally known to me or has produced _____ as identification and did (did not) take an oath.

(NOTARY SEAL)



DENISE L. CREMER
COMMISSION # CC 532088
EXPIRES MAR 01, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC
Print Name: Denise L. Cremer
My Commission Expires: 3-1-00

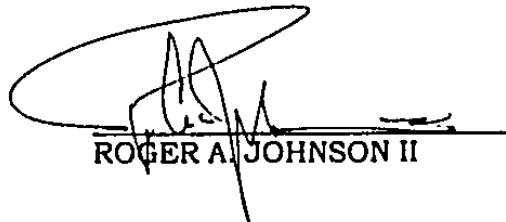
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That ECN REALTY ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Heathrow, County of Orange, State of Florida, has named Roger A. Johnson II, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with §607.0501, Florida Statutes.


ROGER A. JOHNSON II

FILED
96 JUL 12 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000067957

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1997

ECN REALTY ASSOCIATES, INC.
120 INTERNATIONAL PARKWAY, SUITE 264
GEATGRIW, FL 32746

SUBJECT: ECN REALTY ASSOCIATES, INC.
Ref. Number: P96000067957

Debit Memo #: 8597-MM

This is to inform you that check #1062 in the amount of \$165.00 submitted with the annual report for ECN REALTY ASSOCIATES, INC. has been returned by your bank because of UNCOLLECTED FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 3, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 497A00029886

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for ECN REALTY ASSOCIATES, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 15, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000067957.

P96000067957

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Fifteenth day of August, 1997



CR2EO2: (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State