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MORRIS SILBERMAN, P.A.
ATTORNEY AT LAW
1230 MYRTLE AVENUE SOUTH, SUITE 101
CLEARWATER, FLORIDA 34616

MORRIS SILBERMAN

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TALLAHASSEE, FL
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August 13, 1996

VIA US PRIORITY MAIL

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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***122.50 ***122.50

Re: McMULLEN PROPERTIES - 49TH STREET, INC.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above corporation, as well as our client's check in the amount of \$122.50. Please file the Articles of Incorporation and return a file stamped copy to us.

If there are any questions, please do not hesitate to contact us.

Very truly yours,


Morris Silberman

MS/ar
Enclosures

McMULLEN\BERGOFFEN\SECRETARY.STA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
McMULLEN PROPERTIES - 49TH STREET, INC.

I.

NAME.

The name of this corporation shall be McMULLEN PROPERTIES - 49TH STREET, INC. and the initial principal office and mailing address of the corporation shall be 11965 49th Street North, Clearwater, Florida 34622.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$1.00 par value.

V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11965 49th Street North, Clearwater, Florida 34622, and the name of the initial registered agent of this corporation at that address is Paul McMullen.

VI.

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Paul McMullen

11965 49th Street North
Clearwater, Florida 34622

VII.

INCORPORATOR

The name and address of the person signing these Articles is:

Paul McMullen

11965 49th Street North
Clearwater, Florida 34622

VIII.

INDEMNIFICATION

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

IX.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 9th day of August, A.D. 1996.

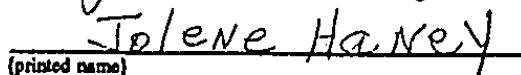

PAUL McMULLEN

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared PAUL McMULLEN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and *he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 9 day of August, A.D. 1996.


(signature)


(printed name)

NOTARY PUBLIC

My Commission Expires:



JOLENE HANEY
COMMISSION # CC 316275
EXPIRES SEP 16, 1997

J. MARVIN GUTHRIE,
P. A.
ATTORNEY AT LAW
1230 MYRTLE AVENUE SOUTH
SUITE 101
CLEARWATER, FLORIDA 34614
(813) 449-1600

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First - That McMULLEN PROPERTIES--49TH STREET, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, Florida, County of Pinellas, State of Florida, has named Paul McMullen, 11965 49th Street North, Clearwater, Florida 34622, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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 provision of said Act relative to keeping open said office.

By: 

Paul McMullen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA