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LAW OFFICES

STEWART & ASSOCIATES

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October 28, 1996

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

400001989714--5  
-10/30/96--01005--014  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE

10-25-96

Dear Sir/Madam:

With this letter I am enclosing an original and one copy of the Articles of Incorporation for Florida Housing Alliance Corp., together with a check in the amount of \$122.50 representing the filing fee.

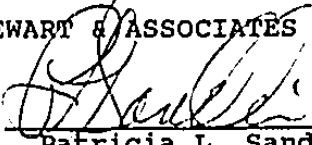
Once the Articles have been filed, kindly return a conformed copy in the return postage-paid envelope.

Should you have any questions with respect to the foregoing, please do not hesitate to contact the undersigned at 954-777-5142.

Sincerely yours,

STEWART & ASSOCIATES

BY:

  
Patricia L. Sandlin for  
DENNIS STEWART, Esq.

DS/pls

D. BROWN OCT 31 1996

ARTICLES OF INCORPORATION

OF

FLORIDA HOUSING ALLIANCE CORP.

EFFECTIVE DATE  
10-33-76

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME

The name of the corporation is FLORIDA HOUSING ALLIANCE CORP.

ARTICLE II  
GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III  
CAPITAL STOCK

Authorized shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time shall be 500 shares of common stock with a par value of \$1.00 each.

ARTICLE IV  
INITIAL CAPITAL

This Corporation shall begin business with a capital of not less than \$500.00.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

**ARTICLE VI  
STREET ADDRESS**

The principal place of business of this Corporation shall be located at 12390 91st Avenue, N., Seminole, Florida, 33772, Pinellas County, Florida, or at such places within or without the State of Florida as the Board of Directors shall by appropriate action hereafter from time to time determine.

**ARTICLE VII  
DIRECTORS**

1. The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of at least one member. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-laws of this Corporation until their successors are elected or appointed.

2. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-laws of the Corporation.

3. The officers of this Corporation may consist of a President, Vice-President, Secretary and Treasurer, and such other officers and agent as may be provided for by the By-laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-laws.

**ARTICLE VIII  
INITIAL DIRECTORS**

The names and street addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation, or until their successor or successors are elected or appointed and have qualified, are as follows:

STEPHEN H. KIPPLE

12390 91st Avenue, N.

Seminole, Florida, 34642-3222

**ARTICLE IX  
SUBSCRIBERS**

The names and post office addresses of the subscriber to

the Articles of Incorporation are as follows:

STEPHEN H. KIPPLE

12390 91st. Avenue, N.

Seminole, Florida, 34642-3222

ARTICLE X  
EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

ARTICLE XI  
STOCKHOLDERS' AGREEMENTS

The Corporation and its common stockholders, or the Stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the Stockholders, or both, the option of first refusal or mandatory purchase in the event any Stockholder desires to transfer, assign, encumber or pledge, his stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any Stockholder or upon the death or legal incompetence of any Stockholder. Nothing contained in these Articles of Incorporation or By-laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

ARTICLE XII  
INDEMNIFICATION OF DIRECTORS

1. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or any officer of the Corporation, or a Director or officer of any other corporation which he served as such at the request of the Corporation, against the

reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct, in the performance of his duty to the Corporation.

2. The Corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in his right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his capacity as Director or as an officer of the Corporation, or officer of any other corporation which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

#### ARTICLE XIII DIRECTORS' LIABILITY

No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or by the By-laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or By-laws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of, any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and save him harmless.

ARTICLE XIV  
REIMBURSEMENT OF DIRECTORS

If a legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceedings, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

ARTICLE XV  
DIVIDENDS

A Director shall not be liable for dividends illegally declared, distributions illegally made to Stockholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XVI  
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by 51% of the stock entitled to a vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVII  
CONSENT WITHOUT MEETING

Any action that may be taken at a meeting of the Stockholders of this Corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the Shareholders of the Corporation entitled to vote on the action and shall be filed by

the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing to any action taken or to be taken by the Corporation, and the writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board.

We, the undersigned, being the original subscriber and incorporator of this foregoing Corporation, do hereby certify that the foregoing constitutes the Charter of the above Corporation.

WITNESS my hand and seal this 25 day of October, 1996.

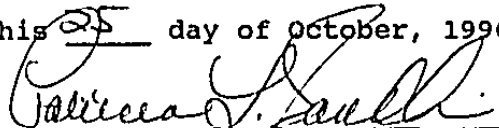
  
STEPHEN H. KIPPLE

STATE OF FLORIDA )

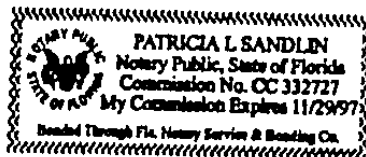
COUNTY OF Broward )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared STEPHEN H. KIPPLE, who produced a drivers license, and who is to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 25 day of October, 1996.

  
NOTARY PUBLIC

My Commission Expires:



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

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IN PURSUANCE OF CHAPTER 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT.

FIRST that FLORIDA HOUSING ALLIANCE CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Seminole, County of Pinellas, and State of Florida, has named STEPHEN H. KIPPLE, located at 12390 91st Avenue, N., Seminole, Florida, 33772, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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. I HEREBY ACKNOWLEDGE that I am familiar with the duties and requirements to act as a Registered Agent.

Dated: 10/25/96

By: Stephen H. Kipple  
STEPHEN H. KIPPLE  
Registered Agent

h&s/pls