

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-6870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Urban Development
Corporation

	G.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express**		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Gen. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File	7000002013387-5	
	-11/26/96--01007--004	
<input type="checkbox"/> Name Reservation	*****70.00	*****70.00
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

WALK-IN
 Will Pick Up 11-26 330

ARTICLES OF INCORPORATION
OF
URBAN DEVELOPMENT CORPORATION

FILED
96 NOV 25 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I:
NAME; PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be URBAN DEVELOPMENT CORPORATION (hereinafter, the "Corporation").

The principal place of business and mailing address of this corporation shall be:

3837 Northdale Blvd.
242
Tampa, Florida 33624

ARTICLE II:
BUSINESS AND PURPOSE

The general nature of the business to be transacted by this corporation shall be:

- a. To establish, maintain and operate a Real Estate Development firm; to perform industry analyses; to purchase, lease or otherwise acquire lands and buildings for the purpose of this corporation; to analyze the feasibility of current and potential clients and projects submitted by clients; to assist clients with identifying development projects;
- b. To lease or sublet offices, apartments, warehouses or to purchase same, for the purpose hereinabove setforth.
- c. To purchase, or otherwise acquire, hold, sell, exchange, mortgage, pledge, hypothecate, dispose of real or personal property for the purpose setforth.
- d. To borrow money and contract debts when necessary for the transaction of its business.
- e. To enter into, make and perform contracts of any kind with any person, firm, association or corporation, and to become a partner with any other corporation or individual or either or both.
- f. To purchase, sell, and transfer shares of its own capital stock.
- g. To carry on any business, not forbidden by laws of the State of Florida, or any other venue, with all powers conferred upon the Corporation by the laws of the State of Florida or other jurisdiction.

ARTICLE III
CAPITAL STOCK

- a. Authorized Capital: The total number of shares of capital authorized to be issued by this Corporation shall be 1,000 shares of voting stock, par value \$.01 per share.
 - b. Payment for Stock: All or any part of the consideration for issuance of capital stock of this Corporation may be in cash, property, labor and services, at a fair valuation to be determined by the Board of Directors at a meeting called for that purpose, which consideration, in any event shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.
 - c. Classes of Capital Stock:
 - 1. There shall be two classes of shareholders. Senior shareholders are those shareholders on record as of the date of incorporation and all other shareholders. The senior shareholders shall be granted certain rights and duties as set forth in the bylaws.
 - 2. The Senior Shareholders of the Corporation shall from time to time establish the number of shares to be issued, to be acquired and purchased.
 - 3. The senior Directors of the Board of Directors shall annually determine the dollar amount of dividends to shareholders and shall make a diligent effort to do so by the 90th day in accordance with the bylaws.
 - 4. Upon the death, disability, resignation (voluntary or non-voluntary), this corporation shall have the right to purchase or redeem the stock held by that individual in accordance with the bylaws.
 - d. Voting Rights: All Senior Shareholders shall have one vote for every share held, Junior Shareholders shall have one vote without regard to the number of shares actually held.
 - e. Nontransferability of Shares: The capital stock of this Corporation shall not be transferred, assigned, sold, pledged, hypothecated or otherwise encumbered or disposed of for any purpose (including, but not limited to, gifts, testate or intestate inheritance or other transfers by operation of law) unless the transfer has been received and has been approved in writing by the Senior Directors.
- Dividends: Any payment of earnings is to be made by the Board of Directors in accordance with the policies and procedures set forth in the bylaws of the Corporation.

- g. Repurchase or Redemption of Shares: This Corporation shall have the right to purchase or redeem the stock from any stockholder only in accordance with policies and procedures set forth in the bylaws.
- h. Liquidation: Upon the liquidation, dissolution, or winding down of this corporation, whether voluntary or involuntary, each shareholder shall receive cash or property equal to an amount determined based on an independent third party valuation.
- i. Preemptive Rights: Senior Shareholders shall have the preemptive rights to acquire or subscribe for capital stock or other securities of this Corporation.

ARTICLE IV
EXISTENCE OF THE CORPORATION

The corporation shall have a perpetual existence.

ARTICLE V
BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of not less than three or more than seven individuals, which shall be comprised of both Senior and Junior Shareholders. The number of members shall be fixed in accordance with the policies and procedures set forth in the bylaws. The bylaws of this corporation may provide that the Directors be divided into two or more classes, Senior Directors and Junior Directors, whose terms of office may expire at different times.

ARTICLE VI

The name and address of the subscriber is:

Name

Address

Jimmy R. Caldwell

14501 Anchoret Road
Tampa, Florida 33624

ARTICLE VII

REGISTERED AGENT

The name of the initial registered agent of the Corporation is Jimmy R. Caldwell and the street address of the initial registered office of the Corporation is 14501 Anchorot Road Tampa, Florida 33624.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 22nd day of November, 1996.

Jimmy R. Caldwell L.S.
Jimmy R. Caldwell

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Corporation at the initial registered Office designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501 (3).

Dated this 22nd day of November, 1996

Jimmy R. Caldwell
Jimmy R. Caldwell, Registered Agent