CAPITAL CONNECTION INC 417 E. Virginia St., Suite 1, Tallhassee, Than 304 (94) 224-890 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062

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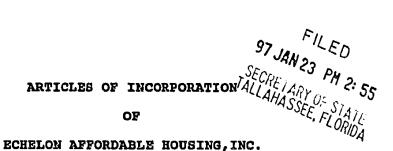
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Please remit invoice number with payment TERMB: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 16% per Annum,

THANK YOU from Your Capital Connection



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be:

ECHELON AFFORDABLE HOUSING, INC.

ARTICLE II Principal Office

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

One Progress Plaza St. Petersburg, Florida 33701

ARTICLE III Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000), par value \$.01 per share.

ARTICLE IV Initial Registered Agent and Address

The name and address of the initial agent is:

Larry J. Newsome One Progress Plaza St. Petersburg, FL 33701

ARTICLE V Directors

The names of the initial Directors of the corporation are as follows:

D. A. LeClair Larry J. Newsome Michael S. Talmadge

ARTICLE VI Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Echelon International Corporation One Progress Plaza St. Petersburg, FL 33701

The undersigned has executed these Articles of Incorporation this 22nd day of January, 1997.

ECHELON INTERNATIONAL CORPORATION

Bv:

Darryl A// LeClair, President and Chief Executive Officer

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: ECHELON AFFORDABLE HOUSING, INC.
- 2. The name and address of the registered agent and office is:

Larry J. Newsome
One Progress Plaza
St. Petersburg, FL 33701

ECHELON INTERNATIONAL GORPORATION

By: Darry A Toclair

President and Chief Executive Officer

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

arry J. Newsome Registered Agent

Date: January 22, 1997