

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Colonial Oaks
Apartments, Inc.

	C.C. FEE.	DISBURSED
<input 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 type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. 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		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<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 Prep.		
<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

ARTICLES OF INCORPORATION
OF
Colonial Oaks Apartments, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FILED
97 FEB -5 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

Colonial Oaks Apartments, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS

The mailing and street address of the initial registered office and the address of the principal office of the corporation shall be 1620 W. University Av #4, Gainesville, Florida 32603 and the name of the initial registered agent of the corporation at that address is Nathan S. Collier.

ARTICLE V. TERM OF EXISTENCE

The duration of this corporation is perpetual.

ARTICLE VI. DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation. The name and street address of the initial directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Nathan S. Collier
1620 W. University Av #4
Gainesville, Florida 32603

David Hammer
1620 W. University Av #4
Gainesville, FL 32603

Philip Wagner
1620 W. University Av #4
Gainesville, FL 32603

ARTICLE VII. OFFICERS

The names and address of the initial officers of the corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Nathan S. Collier
President

1620 W. University Av #4
Gainesville, FL 32603

Marc Schnoll
Vice-President

1620 W. University Av #4
Gainesville, FL 32603

Mary-Evan Weber
Secretary-Treasurer

1620 W. University Ave #4
Gainesville, FL 32603

ARTICLE VIII. INCORPORATOR

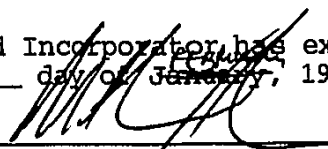
The name and address of the Incorporator signing these Articles of Incorporation is:

Nathan S. Collier
1620 W. University Av #4
Gainesville, FL 32603

ARTICLE IX. AMENDMENT OF ARTICLES

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3 day of January, 1998.


Nathan S. Collier

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation were subscribed
before me, the undersigned authority, this 31st day of February,
1997, by Nathan S. Collier, who is personally known to me and who
did not take an oath.



Notary Public; Print Name

SHIRLEY HUI CHUNG CHEONG

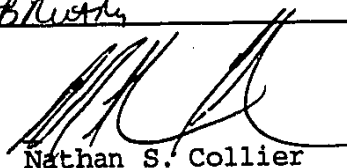
Notary Public; Sign Name
Commission Number: CC486391
State of Florida at Large
My Commission Expires: August 6, 1999.

NOTARY PUBLIC STATE OF FLORIDA
SHIRLEY MARIE CLAIRE HUI CHUNG CHEONG
MY COMMISSION CC486391
EXPIRES AUGUST 6 1999

Department of State
The Capital
Tallahassee, Florida 32399

Pursuant to Florida Statutes Section 607.0501, the undersigned hereby accepts the appointment of registered agent of Paradigm Properties, Inc. I hereby confirm that I am familiar with and accept the obligation of that position.


Dated this 3 day of February, 1997.



Nathan S. Collier

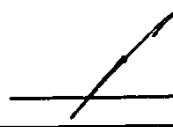
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Acceptance of Appointment was acknowledged before me, the undersigned authority, this 3 date of February, 1997 by Nathan S. Collier who is personally known to me and who did not take an oath.



Notary Public; Sign Name

SHIRLEY HUI CHUNG CHEONG



Notary Public; Sign Name
State of Florida at Large
Commission No.: CC486391
My Commission Expires: August 6, 1999

NOTARY PUBLIC STATE OF FLORIDA
SHIRLEY MARIE CLAIRE HUI CHUNG CHEONG
MY COMMISSION CC486391
EXPIRES AUGUST 6 1999