

LAW OFFICES OF
SHERRY C. DICKMAN, P.A.

306 ALCAZAR AVENUE, SUITE 201
CORAL GABLES, FLORIDA 33134

PHONE (305) 445-5566
FACSIMILE (305) 445-1148

SHERRY C. DICKMAN

P 970000 12005

February 4, 1997

FILED
97FEB-5 PM 2:29
TALLAHASSEE, FLORIDA

Mr. David E. Mann
Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Articles of Incorporation for
UMH-FREE MANAGEMENT, INC.

Dear Mr. Mann:

Enclosed for filing with your office, please find Articles of Incorporation of Umh-Free Management, Inc., and a Certificate Designating Registered Agent And Place Of Business For The Service Of Process Within Florida And Acceptance Of Agent Upon Whom Process May Be Served.

Also enclosed is our trust account check number 1144 in the amount of \$122.50 for the filing fees, as well as for a certified copy of the Articles. Please return the certified copy of the Articles to the undersigned in the enclosed stamped self-addressed envelope.

If you have any questions regarding the above, please do not hesitate to call.

Thank you.

Sincerely yours,

LAW OFFICES OF
SHERRY C. DICKMAN, P.A.

Sherry C. Dickman
SHERRY C. DICKMAN

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TALLAHASSEE, FLORIDA

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Enclosure

F. C. DICKMAN FEB 6 1997

ARTICLES OF INCORPORATION
OF
UMH-FREE MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of UMH-FREE MANAGEMENT, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name and mailing address of the Corporation is UMH-FREE MANAGEMENT, INC. at 11801 S.W. 273 Lane, Miami, Florida 33032.

ARTICLE II - DURATION

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation and the Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is:

UMPHREY JACKSON
11801 S.W. 273 Lane
Miami, Florida 33032

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one (1). The name and street address of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
UMPHREY JACKSON	11801 S.W. 273 LANE MIAMI, FLORIDA 33032
GENIE RAMOS	11801 S.W. 273 LANE MIAMI, FLORIDA 33032

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

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

UMPHREY JACKSON
11801 S.W. 273 Lane
Miami, Florida 33032

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 28th day of January
1997.

Umphrey Jackson
UMPHREY JACKSON

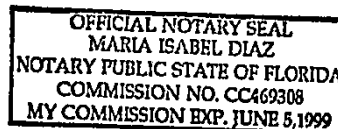
STATE OF FLORIDA :
: SS
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this
28th day of January, 1997 by UMPHREY JACKSON, who is
personally known to me ~~or who has produced a Florida driver's~~
~~license number~~ _____ as
identification, and who did take an oath.

Maria Isabel Diaz
Notary Public, State of Florida
At Large

MARIA ISABEL DIAZ
Printed name of notary

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That UMH-FREE MANAGEMENT, INC., Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11801 S.W. 273 Lane, Miami, Florida 33032 has named UMPHREY JACKSON as its agent to accept service of process within Florida at the following address: 11801 S.W. 273 Lane, Miami, Florida 33032.

DATED this 28th day of January, 1997



UMPHREY JACKSON

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TALLAHASSEE, FLORIDA
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Having been named to accept service of process for the above named corporation at 11801 S.W. 273 Lane, Miami, Florida 33032, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



UMPHREY JACKSON