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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: O'HAIRE, QUINN, CANDLER, CHARTERED
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NAME: TOMSONS REALTY, INC. *Partners*

AUDIT NUMBER.....H97000004212

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1997

O'HAIRE, QUINN, CANDLER, CHARTERED

SUBJECT: TOMSONS REALTY, INC.
REF: W97000005812

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NAMES CONFLICTS WITH THOMPSON REALTY, INC. FILED ON 6/19/85.

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ARTICLES OF INCORPORATION
OF
TOMSONS REALTY PARTNERS, INC.

FILED
97 MAR 12 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

The name of this corporation shall be TOMSONS REALTY PARTNERS, INC., hereinafter referred to as the "corporation".

ARTICLE II

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

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is 3111 Cardinal Drive, Vero Beach, Indian River County, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

This instrument prepared by:
Michael O'Haire, Esq.
Fla. Bar No. 059698
O'Haire, Quinn & Candler
3111 Cardinal Dr.
Vero Beach, FL 32963
(561) 231-8900

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ARTICLE VIII

The name and street address of the member of the first Board of Directors are:

NAMEADDRESS

Michael O'Haire

3111 Cardinal Drive
Vero Beach, FL 32963

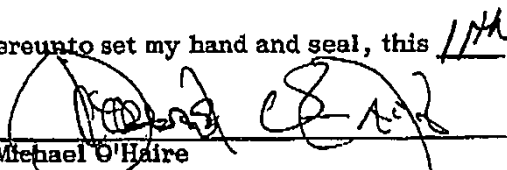
This director shall hold office until the first annual meeting or until his successors are elected or appointed and qualified as provided in the By-Laws.

ARTICLE IX

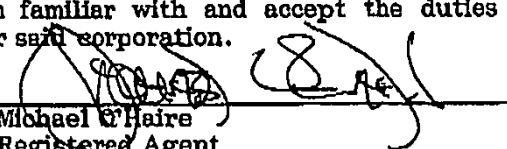
The name and address of the incorporator is Michael O'Haire, 3111 Cardinal Drive, Vero Beach, Florida, 32963.

ARTICLE X

The registered agent for service of process within this state shall be Michael O'Haire, whose street address is 3111 Cardinal Drive, Vero Beach, Florida, Indian River County, Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 17th day of March, 1997.
Michael O'Haire
Incorporator

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Michael O'Haire
Registered AgentFILED
97 MAR 12 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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