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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 332642 81603A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 16, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 332642-005

CUSTOMER NO: 81603A

CUSTOMER: Doris J. Harlacher, Legal Asst
DUNCAN & TARDIF

1601 Jackson Street, Suite 101

Fort Myers, FL 33901

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-04/16/97--01029--013
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DOMESTIC FILING

NAME: OHIO AVE. APARTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 APR 16 11:05
FBI - TAMPA

RECEIVED
97 APR 16 11:42
FBI - TAMPA

8N APR 16 1997

EFFECTIVE DATE
4/15/97

ARTICLES OF INCORPORATION

OF

OHIO AVE. APARTMENTS, INC.

FILED
97 APR 16 PM 12:04
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is: **OHIO AVE. APARTMENTS, INC.** The principal place of business of this corporation is: 5901 Beverly Drive, Hudson, Florida 34667.

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial Registered Office of the corporation is 1601 Jackson St., #101, Ft. Myers, Florida 33901, and the name of its initial Registered Agent at that address is Gordon R. Duncan.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is One. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The name and address of the initial Director of the corporation is as follows:

JAMES H. PIERCE

5901 Beverly Drive
Hudson, Florida 34667

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Gordon R. Duncan

1601 Jackson St., #101
Ft. Myers, FL 33901

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it

is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

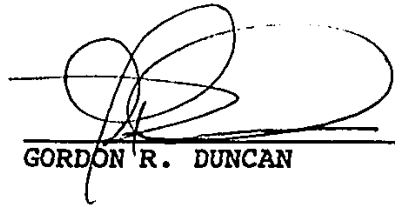
This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with the statutory requirements of and hereby accepts appointment as the Registered Agent of OHIO AVE. APARTMENTS, INC., as contained in the foregoing Articles of Incorporation.



GORDON R. DUNCAN

FILED
97 APR 16 PM 12:04
STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, has signed these
Articles of Incorporation on this 15th day of April, 1997.



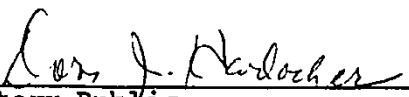
GORDON R. DUNCAN

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME personally appeared GORDON R. DUNCAN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of
April, 1997.



Notary Public

My commission expires:

(NOTARY'S SEAL)

