

PA 7000043344

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

700002174867--1
-05/12/97--01078--018
*****70.00 *****70.00

SUBJECT: FILING FEES FOR CORPORATION:

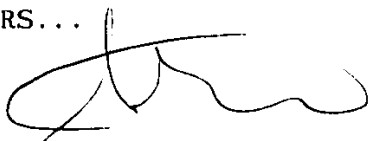
HARBOR APARTMENTS OF NAPLES, INC.

ENCLOSED PLEASE FIND AN ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE AMOUNT OF \$70.00.

PLEASE RETURN PAPERWORK AS SOON AS POSSIBLE.

YOUR COOPERATION IS FULLY APPRECIATED.

YOURS...



SALOMON J. CARDENAS

FILED
97 MAY 12 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM:
GLOBAL STRATEGIES OF NAPLES, INC.
580 11TH STREET NO.
NAPLES, FL 34102
(941) 434-6028

DMC 5/15/97

FILED

ARTICLES OF INCORPORATION

97 MAY 12 PM 4:06

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HARBOR APARTMENTS OF NAPLES, INC.

ARTICLE I - NAME

The name of the Corporation is: HARBOR APARTMENTS
OF NAPLES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One
(\$1.00) dollar par value common stock, which shall be
designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office
of this Corporation and its principal address, which is the
same as its mailing address is:

ESTILLE VAUGHN
54 LEMANS DR.
NAPLES, FL 34112

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (02) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Director of this Corporation is:

ESTILLE VAUGHN
54 LEMANS DR.
NAPLES, FL 34112

Director/President
and treasurer.

WILLIAM C. SCHROEDER
4482 3RD AVENUE N.W.
NAPLES, FL 34105

Director/Vice-President
and Secretary.

ARTICLES VII - BY LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer of Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, upon the sales 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 prorata share thereof (as nearly as many 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 person signing these articles

is: ESTILLE VAUGHN
54 LEMANS DR.
NAPLES, FL 34112

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of May 1997.

Signature Estille Vaughn

Name: ESTILLE VAUGHN

The foregoing instrument was acknowledged before me this 9th DAY of May, 1997 by: ESTILLE VAUGHN, who has produced: A FLORIDA DRIVERS LIC# V250 216 78 269 as identification and who did Not take an oath.

S. J. Cardenas (Signature)
Salomon J. Cardenas Notary Public

My Commission Expires:

Seal

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUS RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 9th DAY OF May 1997.

Signature Estille Vaughn
Name: ESTILLE VAUGHN