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Law Offices of

James W. O'Neill

2120 - 52nd STREET SOUTH
GULFPORT, FL 33707

James W. O'Neill

PHONE (813) 327-4586
FAX (813) 327-6747

May 8, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/21/97--01097--005

****122.50 ****122.50

IN RE: CARIBBEAN APARTMENTS, INC.

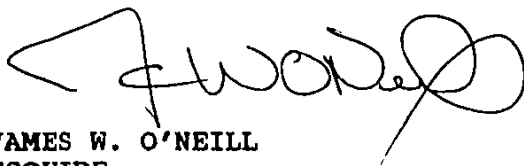
Dear Sir or Madam,

Enclosed please find Articles of Incorporation (for profit) and a copy, along with my check for \$122.50 to cover the costs of filing.

It is my understanding that once this corporation is filed, you will mail the filed copy back to me.

Thank you in advance for your cooperation.

Sincerely,



JAMES W. O'NEILL
ESQUIRE

JWO/ar
enclosure

FILED
97 MAY 16 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

688,671
W97-11021

B. REGISTRE MAY 13 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 13, 1997

JAMES W O'NEILL, ESQUIRE
2120 52ND ST SOUTH
GULFPORT, FL 33707

SUBJECT: CARIBBEAN APARTMENTS, INC.
Ref. Number: W97000011021

We have received your document for CARIBBEAN APARTMENTS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 497A00025480

Law Offices of

James W. O'Neill

2120 - 52nd STREET SOUTH
GULFPORT, FL 33707

James W. O'Neill

PHONE (813) 327-4586
FAX (813) 327-6747

May 15, 1997

Division of Corporations
ATTENTION: Beth Register
P.O. Box 6327
Tallahassee, FL 32314

IN RE: CARIBBEAN APARTMENTS, INC.
Ref No.: W97000011021

Dear Beth,

Thank you for your letter. I have enclosed a check for
\$122.50 for filing.

Thank you again for your anticipated cooperation.

Sincerely,



JAMES W. O'NEILL
ESQUIRE

JWO/ar
enclosure

FILED

97 MAY 16 AM 10:14

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARIBBEAN APARTMENTS, INC.

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

ARTICLE I - NAME

The name of the corporation is CARIBBEAN APARTMENTS, INC.

ARTICLE II - NATURE OF BUSINESS

To own, manage and lease property and to perform any other function or purpose allowed by law.

ARTICLE III - CAPITOL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock having a no par value.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin its business is Five Hundred (\$500.00) dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - REGISTERED ADDRESS AND REGISTERED AGENT

The initial address of the principal office of this corporation in the State of Florida is: 2120 52nd Street South, Gulfport, FL 33707. The registered agent is James W. O'Neill, Esquire, 2120 52nd Street South, Gulfport, Florida 33707.

ARTICLE VII - DIRECTORS

This corporation shall have two directors initially. The number of directors may increase from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
HENRY A. CONNOLLY, JR.	154 S. Tessier Dr. St. Pete Beach, FL 33706
BARBARA T. YANQWSKI	154 S. Tessier Dr. St. Pete Beach, FL 33706

ARTICLE IX - INCORPORATION

The names and addresses of the incorporators of these Articles of Incorporation and the number of stock the corporator's agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
HENRY A. CONNOLLY, JR.	154 S. Tessier Dr. St. Pete Beach, FL 33706	50 %
BARBARA T. YANOWSKI	154 S. Tessier Dr. St. Pete Beach, FL 33706	50 %

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledge and files the foregoing Articles of Incorporation under
the laws of the State of Florida, this 1 day of MAY, 1997.

Henry A. Connolly, Jr.
HENRY A. CONNOLLY, JR.

Barbara T. Yankowski
BARBARA T. YANKOWSKI

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that before me this day, personally appeared
HENRY A. CONNOLLY, JR. and BARBARA T. YANKOWSKI, to me well known
to be the individual described in and who executed the foregoing
Articles of Incorporation and acknowledge before me that he
executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
named above, this 1 day of MAY, 1997.

Angela M. Reed
NOTARY PUBLIC
Print:

I.D. Produced:
FLA DL: C540-321-29-322-0
4520-078-31-720-0
This instrument prepared by:
JAMES W. O'NEILL, ESQUIRE
2120 52 Street South
Gulfport, FL 33707

My commission expires:



Angela M Reed
My Commission CC619664
Expires February 6, 2001

FILED

97 MAY 16 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That, CARIBBEAN APARTMENTS, INC., having been organized under the laws of the State of Florida with its principal office at 2120 52nd Street South, Gulfport, Florida 33707, as indicated in the Articles of Incorporation in the City of Gulfport, County of Pinellas, State of Florida, and has named JAMES W. O'NEILL, ESQUIRE, 2120 52nd Street South, Gulfport, Florida 33707, as its agent to accept service of process for the above named.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept and agree to act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


JAMES W. O'NEILL, ESQUIRE
Registered Agent

This instrument prepared by:
JAMES W. O'NEILL, ESQUIRE
2120 52 Street South
Gulfport, Florida 33707
(813) 327-4586 SPN# 78069