

P97000051576

June 9, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

re: SAUFBRUDER REALTY PARTNERS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and the Certificate of Registered Agent of the above named corporation. Also enclosed is a check for 122.50, representing the fees for the following: (i) filing fee, (ii) designation of registered agent, (iii) certified copy.

From: Kurt J. Fleckenstein
540 Carillon Parkway #2058
St. Petersburg, FL 33716
(813) 573-4456

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If you have any questions, please call me at the above number.

Very truly yours,



Kurt Fleckenstein

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
SAUFBRUDER REALTY PARTNERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 10 PM 12:17

We the undersigned, being natural persons competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is SAUFBRUDER REALTY PARTNERS, INC. whose principal place of business and mailing address is

c/o Kurt Fleckenstein
540 Carillon Parkway #2058
St. Petersburg, FL 33716

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per

share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The names and street addresses of the initial directors are:

Kurt J. Fleckenstein	540 Carillon Parkway #2058, St. Petersburg, FL 33716
Christopher D. Phillips	4702 Alpine Road, Land O'Lakes, FL 34639

ARTICLE VI

INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

Kurt J. Fleckenstein
540 Carillon Parkway #2058
St. Petersburg, FL 33716

Christopher D. Phillips
4702 Alpine Road
Land O'Lakes, FL 34639

ARTICLE VII

OFFICERS

The officers of the corporation shall consist of a president, a vice president, a secretary, a treasurer, and such other officers as the Board of Directors may from time to time deem appropriate. The officers of the corporation shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

The names of the officers who shall serve until the first election are:

Kurt J. Fleckenstein
President and Treasurer

Christopher D. Phillips
Vice President and Secretary

ARTICLE VIII

INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Kurt J. Fleckenstein
540 Carillon Parkway #2058
St. Petersburg, FL 33716

The above is also the address of the registered office of the corporation.

ARTICLE IX

BYLAWS

The By-Laws of the corporation are to be made or approved by the initial Board of Directors and thereafter may be amended, modified or rescinded as set forth in the By-laws and as permitted by law.

ARTICLE X

INDEMNIFICATION

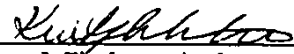
Every director and every officer of the corporation shall be indemnified by the corporation, to the full extent permitted by law, for all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being in the best interests of the corporation. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 9th day of June, 1997.


Kurt J. Fleckenstein, Incorporator


Christopher D. Phillips, Incorporator

ACCEPTANCE BY AGENT

The undersigned, having been designated as agent for service of process upon SAUFBRUDER REALTY PARTNERS, INC. within the State of Florida, at the place designated in Article VIII of the foregoing Articles of Incorporation, does hereby accept the appointment as such agent for SAUFBRUDER REALTY PARTNERS, INC.


Kurt J. Fleckenstein, Registered Agent

CERTIFICATE OF REGISTERED AGENT
OF
SAUFBRUDER REALTY PARTNERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 12:17

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That SAUFBRUDER REALTY PARTNERS, INC. is desiring to organize under the laws of the State of Florida, and has named the following individual as its agent to accept service of process within this State:

Kurt J. Fleckenstein
540 Carillon Parkway #2058
St. Petersburg, FL 33716

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. Dated this 9th day of June, 1997.



Kurt J. Fleckenstein, Registered Agent