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CHAPIN, ARMSTRONG & BALLERANO

ATTORNEYS AT LAW
1201 GEORGE BUSH BOULEVARD
DELRAY BEACH, FLORIDA 33483-7203
TELEPHONE (561) 272-1225
TELECOPIER (561) 272-4442

ROBERT D. CHAPIN **

DAVID G. ARMSTRONG *
JAMES A. BALLERANO, JR.

STEPHEN J. AUCAMP

LEGAL ASSISTANTS

FAYE A. WILLIAMS

CYNTHIA C. SEAMAN

SUSAN M. MANISCALCO

* CERTIFIED BY FLORIDA BAR
WILLS, TRUSTS AND ESTATES
* FELLOW, AMERICAN COLLEGE OF
TRUST AND ESTATE COUNSEL

September 3, 1997

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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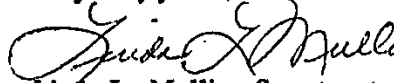
Re: GLADSTONE COMMERCIAL CENTER, INC.

Dear Sir or Madam:

We enclose herewith an executed original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 covering your filing fee (\$35.00) and Registered Agent Designation (\$35.00). Please file the Articles of Incorporation and return a stamped receipted copy to us in the enclosed envelope.

Thank you for your cooperation.

Very truly yours,


Linda L. Mullins, Secretary to
James A. Ballerano, Jr.

JAB/lm
Enclosures

FILED
97 SEP -4 AM 8 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GLADSTONE COMMERCIAL CENTER, INC.**

FILED
97 SEP -4 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a business corporation under the Florida General Corporation Act, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

GLADSTONE COMMERCIAL CENTER, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

**625 N. Flagler Drive, Suite 510
West Palm Beach, FL 33401**

ARTICLE III - CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is five thousand (5,000) shares, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is:

**Arthur Gladstone
625 N. Flagler Drive, Suite 510
West Palm Beach, FL 33401**

ARTICLE V - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Arthur Gladstone
625 N. Flagler Drive, Suite 510
West Palm Beach, FL 33401

ARTICLE VI - DIRECTORS

The name and address of the initial director of the corporation is:

Arthur Gladstone
625 N. Flagler Drive, Suite 510
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 27th day of August, 1997.



Arthur Gladstone, Incorporator

STATE OF FLORIDA)
 : SS:
COUNTY OF PALM BEACH)

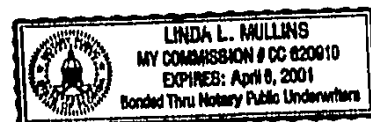
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared **ARTHUR GLADSTONE**, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation as Incorporator.

WITNESS my hand and official seal at Delray Beach, Florida, this 27th day of August, 1997.



Notary Public

My commission expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

GLADSTONE COMMERCIAL CENTER, INC.

2. The name and address of the registered agent and office is:

Arthur Gladstone
625 N. Flagler Drive, Suite 510
West Palm Beach, FL 33401

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated September 29, 1997


ARTHUR GLADSTONE

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FILED
97 SEP -4 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA