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November 26, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-12/01/97--01156--018
****122.50 ****122.50

In re: Stanley Properties of Central Florida, Inc.

Gentlemen:


Please file the enclosed Articles of Incorporation with reference to captioned corporation, together with the Registered Agent form in accordance with Florida Statutes.

Check in the sum of \$122.50 is also enclosed representing filing fee, registered agent fee, certified copy and minimum charter tax.

Upon approval of said Articles, kindly endorse the enclosed copy and forward same to the undersigned.

Thank you.

Very truly yours,


James P. Hahn

/h

Enclosure

FILED
97 DEC -1 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9112-3-97

ARTICLES OF INCORPORATION
OF
STANLEY PROPERTIES OF CENTRAL FLORIDA, INC.

FILED
37 DEC -1 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is STANLEY PROPERTIES OF CENTRAL FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of voting stock and 20,000 shares of non-voting stock, with each share being three (3) cents par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by the corporation of any new stock, not heretofore issued, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 2710 Industrial Park Drive, Lakeland, Florida 33801, and the name of the initial registered agent of this corporation at that address is NANCY STANLEY-CROWSON. The principal office and mailing address of the corporation is 2710 Industrial Park Drive, Lakeland, Florida 33801.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time

to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
BOB W. STANLEY	1424 Seville Place Lakeland, FL 33803
NANCY L. STANLEY	1424 Seville Place Lakeland, FL 33803

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
BOB W. STANLEY	1424 Seville Place Lakeland, FL 33803
NANCY L. STANLEY	1424 Seville Road Lakeland, FL 33803

ARTICLE IX - OFFICERS

The names of the officers who, subject to the bylaws and these Articles of Incorporation, shall hold office for the first year of the existence of the corporation or until their successors are duly elected and qualified, shall be:

NAME	OFFICE
BOB W. STANLEY	President
NANCY L. STANLEY	Vice President
NANCY STANLEY-CROWSON	Secretary/Treasurer

ARTICLE X - SHAREHOLDER

The name and number of shares which the subscriber of these Articles of Incorporation agrees to take is:

NAME	SHARES
BOB W. STANLEY	500 voting stock
NANCY L. STANLEY	500 voting stock

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of

such class or series shall constitute a quorum for the transaction of such item of business by that class or series. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law. After a quorum has been established at a shareholders meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

ARTICLE XII - NOTICE TO SHAREHOLDERS


Written notice of meetings of shareholders stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

ARTICLE XIII - NOTICE TO DIRECTORS

Written notice of regular meetings of the Board of Directors and of special meetings of the Board of Directors shall be delivered not less than ten nor more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting, to each director.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 26th day of November, 1997.


BOB W. STANLEY


NANCY L. STANLEY

STATE OF FLORIDA

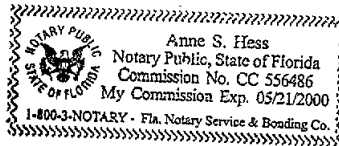
COUNTY OF POLK

The foregoing instrument was acknowledged before me this
26th day of November, 1997, by BOB W. STANLEY and NANCY L.
STANLEY, who are personally known or who have produced
(personally known), as identification.



Print Notary Name Anne S. Hess

My Commission expires:

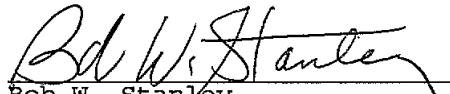


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON
WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT STANLEY PROPERTIES OF CENTRAL FLORIDA, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LAKE-
LAND, STATE OF FLORIDA, HAS NAMED NANCY STANLEY-CROWSON LOCATED AT 2710
INDUSTRIAL PARK DRIVE, CITY OF LAKE-
LAND, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


Bob W. Stanley
(Corporate Officer)

TITLE


President

DATE

November 26, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH, AND
ACCEPT, THE OBLIGATIONS PROVIDED IN CHAPTER 607.325.

SIGNATURE


Nancy Stanley-Crowson
(Registered Agent)

DATE

November 26, 1997

FILED
97 DEC -1 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA