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WILLIAM A. WARES
Attorney at Law
4407 Carrollwood Village Drive
Tampa, Florida 33624
(813) 961-4732 and
(813) 269-4803
Fax (813) 269-4360

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December 2, 1997

Secretary of State
Corporation Division
Tallahassee, Florida 32304

Re: Daleco Realty, Inc.
Our File No. 90-723

Dear Sir:

We are pleased to enclose an original and one copy of the Articles of Incorporation for the subject corporation and our check in the amount of \$122.50 to cover the cost of the following:

Filing Fee	-	\$35.00
Certified Copy Fee	-	\$52.50
Resident Agent Fee	-	<u>\$35.00</u>
		\$122.50

We would appreciate your filing the Articles, certifying the enclosed copy and returning the same to us: attention William A. Wares.

Sincerely,

William A. Wares
William A. Wares

Enclosure

FILED
97 DEC -8 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/10/97-7411

ARTICLES OF INCORPORATION

OF

DALECO REALTY, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation shall be:

DALECO REALTY, INC.

ARTICLE II

Principal Office

The principal office of this Corporation is 5728 Major Boulevard, Orlando, Florida 32819, and is the same as its registered office.

ARTICLE III

Business and Purposes

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise

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TALLAHASSEE, FLORIDA

any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 7,000 shares of nonconvertible common stock with a par value of \$1.00 per share, all of which shares are to be of the same class. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of capital stock shall be money or other property, excluding services and stock or other securities, whether of the issuer or some other corporation, and may be paid, in whole or in part, in cash, or in other property (tangible or intangible) at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This Corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 5728 Major Boulevard, Orlando, Florida 32819, and the initial registered agent of this Corporation at such office shall be Heidi J. Marling. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than (15) members, the exact number of directors to be fixed from time to time by the stockholders of the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at or meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of

the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

Dale E. Johnson
516 Arthur Street
Edina, Minnesota 55343

ARTICLE IX

Incorporator

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

<u>Name</u>	<u>Address</u>
William A. Wares	4407 Carrollwood Village Drive Tampa, Florida 33624

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided,

however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

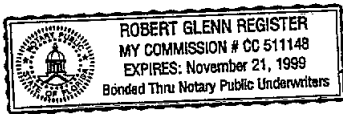

WILLIAM A. WARES

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 5 day of ~~August~~ ^{December}, 1997, personally appeared William A. Wares, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Robert Glenn Register

Notary Public

My Commission Expires: *Nov 21, 1999*

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Heidi J. Marling, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in these Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED this 4 day of December, 1997.

Heidi J. Marling
HEIDI J. MARLING

97 DEC -8 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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