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Counsel for Institutional Property

January 21, 1998

Reply to:

St. Petersburg

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

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-01/23/98--01033--006
*****70.00 *****70.00

Re: Retstan Properties, Inc.

Dear Sir or Madam:

I am enclosed herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fee: (607.0122)

Filing Fee for Articles and
Registered Agent \$ 70.00

Please file the original of the enclosed Articles of Incorporation and return a date stamped copy to the undersigned.

Also, please note that Article XVI provides for its corporate existence to begin on January 23, 1998.

Your prompt attention in this matter is appreciated.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.


John F. Turbiville

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FILED
98 JAN 23 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-26-98

ARTICLES OF INCORPORATION

OF

RETSTAN PROPERTIES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is RETSTAN PROPERTIES, INC.

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue one thousand (1000) shares, all of one class, at \$0.01 par value.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the corporation's initial registered agent and office of their corporation is:

STANLEY FREIFELD
1414 Bayshore Boulevard
Dunedin, FL 34698

FILED
98 JAN 23 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VI
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

1414 Bayshore Boulevard
Dunedin, FL 34698

The mailing address of the initial principal office of the corporation is as follows:

Post Office Box 1408
Dunedin, FL 34697

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
STANLEY FREIFELD	1414 Bayshore Boulevard Dunedin, FL 34698
ELIZABETH FREIFELD	1414 Bayshore Boulevard Dunedin, FL 34698

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

STANLEY FREIFELD
1414 Bayshore Boulevard
Dunedin, FL 34698

**ARTICLE IX
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common

directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

ARTICLE XVI CORPORATE EXISTENCE

The effective date of the corporation's existence shall begin on January 23, 1998.

ARTICLE XVII INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if

consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the _____ day of January, 1998.


STANLEY FREIFELD, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared on this 21st day of January, 1998, STANLEY FREIFELD, who is personally known to me or has produced _____ as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

NOTARY PUBLIC


Elizabeth Freifeld

PRINT NAME:


State of Florida (SEAL)

Commission No.:

My Commission Expires

OFFICIAL NOTARY SEAL
ELIZABETH FREIFELD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC549639
MY COMMISSION EXP. APR. 22, 2000

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.


STANLEY FREIFELD
Registered Agent

STATE OF FLORIDA
COUNTY OF Pinellas

Before me personally appeared on this 21st day of January, 1998, STANLEY FREIFELD, who is personally known to me or has produced _____ as identification, and who acknowledged to and before me that he executed the foregoing instrument.

NOTARY PUBLIC

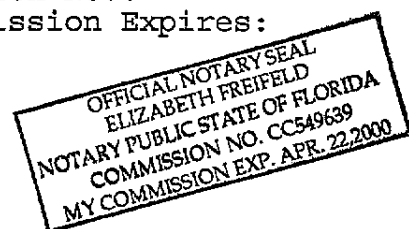

Elizabeth Freifeld

PRINT NAME:

State of Florida (SEAL)

Commission No.:

My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

Registered Agent

By:

STANLEY FREIFELD

FILED
98 JAN 23 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared, STANLEY FREIFELD, who is personally known to me, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Registered Agent for the corporation.

21st IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of January, 1998.

NOTARY PUBLIC

Elizabeth Freifeld
Elizabeth Freifeld

PRINT NAME:

State of Florida

(SEAL)

Commission No.:

My Commission Expires

