

P98000218240

Gurney & Handley, P.A.

ATTORNEYS AND COUNSELORS AT LAW

TWO LANDMARK CENTER
225 EAST ROBINSON STREET
SUITE 450
P. O. BOX 1273

ORLANDO, FLORIDA 32802-1273

TEL. 407/843-9500

FACSIMILE 407/649-4941

February 20, 1998

*ALSO MEMBER OF GA BAR

*ALSO MEMBER OF CT BAR

*CERTIFIED CIRCUIT COURT MEDIATOR

OUR REFERENCE

97-428

J. THOMAS GURNEY (1901-1992)
LEON H. HANDLEY
JOHN L. SEWELL†
ROBERT S. GREEN
W. MARVIN HARDY, III*
RONALD L. HARROP
FRANCIS E. PIERCE, III
PETER N. SMITH
RICHARD E. DUNEGAN
DAVID B. FALSTAD
STEVEN H. PRESTON‡
PAUL D. RANG, D.M.D.
JAMES J. SKOW

OF COUNSEL
RICHARD W. LASSITER
DAVID W. ROQUEMORE, JR.

Secretary of State
Corporation Division
The Capitol
Tallahassee, FL 32399-0250

600002438036--6
-02/23/98-01109-002
****245.00 ****122.50

Re: Sun Charm Residential, Inc.
Conway Warehouses, Inc.

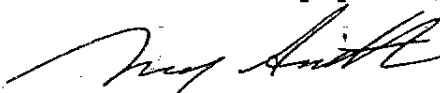
Dear Sirs:

Enclosed regarding the above captioned corporations are Articles of Incorporation and Certificates of Designation of Registered Agents.

Also enclosed is our check in the amount of \$245.00 for incorporating the above (\$122.50 each).

Thank you for your assistance in this matter.

Sincerely yours,



Ley H. Smith

LHS/xr
encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 12:08

2-25-98
WS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 12:08

ARTICLES OF INCORPORATION
OF
SUN CHARM RESIDENTIAL, INC.

We, the undersigned Incorporators, for the purpose of forming a Corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is **SUN CHARM RESIDENTIAL, INC.**

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The street address of the initial registered office of this Corporation is 1209 Edgewater Drive, Orlando, Florida 32804, and the name of the initial registered agent of this Corporation at that address is **KENNETH G. McCALL**.

ARTICLE V

The street address of the principal place of business and

mailing address of this Corporation shall be 1209 Edgewater Drive, Orlando, Florida 32804 and the mailing address of this Corporation shall be 1209 Edgewater Drive, Orlando, Florida 32804.

ARTICLE VI

The names and addresses of the persons signing these Articles of Incorporation as Incorporators are:

<u>Name</u>	<u>Address</u>
Kenneth G. McCall	1209 Edgewater Drive Orlando, Florida 32804

ARTICLE VII

This Corporation shall have three (3) Directors initially. The number of Directors of this Corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the Directors, but shall never be less than one (1). The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

<u>Name</u>	<u>Address</u>
Kenneth G. McCall	1209 Edgewater Drive Orlando, Florida 32804
Kenneth E. McCall	1209 Edgewater Drive Orlando, Florida 32804
Jan McPherson	1209 Edgewater Drive Orlando, Florida 32804

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or

repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

ARTICLE IX

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation or any warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may

also be waived by a written waiver signed by the Shareholder.

I, the Incorporator of this Corporation, have executed these Articles of Incorporation this 19 day of February, 1998.


Kenneth G. McCall

STATE OF FLORIDA

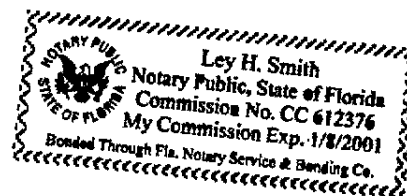
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 19th day of February, 1998, by Kenneth G. McCall who is personally known by me and who did not take an oath.

(SEAL)


Notary Public - State of Florida

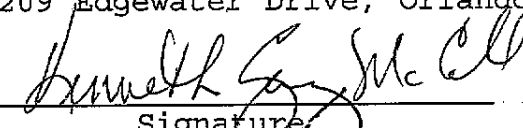
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned 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 SUN CHARM RESIDENTIAL, INC.
2. The name and street address of the registered agent and office is Kenneth G. McCall, 1209 Edgewater Drive, Orlando, Florida 32804.

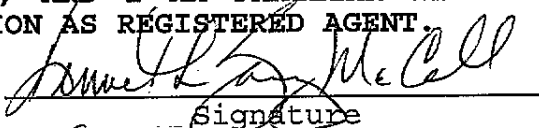


Signature
VICE PRESIDENT

Title
FEBRUARY 19, 1998

Date

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.



Signature
FEBRUARY 19, 1998

Date

h:\home\xeroth\Smith-L\Suncharm.Art

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 12:08