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February 23, 1998

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

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-02/25/98--01074--001
****122.50 ****122.50

Re: McGiffen-Shipps Residential, Inc.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

\$35.00 - Filing Fee
52.50 - One Certified Copy
35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON
STRICKLAND & WEINER, P.A.

April A. Haley
April A. Haley
Corporate Legal Assistant

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FILED
98 FEB 25 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 25 1998

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ARTICLES OF INCORPORATION OF
McGIFFEN-SHIPPS RESIDENTIAL, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is McGiffen-Shipps Residential, Inc.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of one-cent par value common stock.

Article III - Mailing Address and Principal Office

The mailing address of the corporation is 46 N. Washington Boulevard, #1, Sarasota, Florida 34236, and principal office of the corporation is 109 Overlea Way, Venice, Florida 34292.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 N. Washington Boulevard, #1, Sarasota, Florida, 34236 and the name of the initial registered agent of this corporation at that address is John Patterson.


Article V - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is John Patterson, 46 N. Washington Boulevard, #1, Sarasota, Florida 34236.

Article VI - Incorporator

The name and address of the person signing these Articles is John Patterson, 46 N. Washington Boulevard, #1, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of February, 1998.


John Patterson, Incorporator

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, JOHN PATTERSON, having a street address of 46 N. Washington Boulevard, #1, Sarasota, Florida 34236, having been appointed by the directors of MCGIFFEN-SHIPPS RESIDENTIAL, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 N. Washington Boulevard, Suite 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.


JOHN PATTERSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA