



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 741597 81006A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : March 16, 1998

ORDER TIME : 10:18 AM

ORDER NO. : 741597-005

CUSTOMER NO: 81006A

CUSTOMER: Tana Stringfellow, Legal Asst
BAUMER BRADFORD & WALTERS,
P.A.
Suite 2200
50 North Laura Street
Jacksonville, FL 32202

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 AM 8:53

DOMESTIC FILING

NAME: ~~WINDSOR REAL ESTATE~~
~~CORPORATION~~

300002457803--8

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

2544-
W98-5802

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JAN 16 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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March 16, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: WINDSOR REAL ESTATE CORPORATION
Ref. Number: W98000005802

We have received your document for WINDSOR REAL ESTATE CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00014099

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DIVISION OF CORPORATION

EFFECTIVE DATE

3/13/98

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**ARTICLES OF INCORPORATION
OF
WINDSOR REAL ESTATE MANAGEMENT, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of this corporation shall be Windsor Real Estate Management, Inc.

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 11265 Alumni Way, Jacksonville, Florida 32246.

Article III

Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Preemptive Rights. Shareholders shall have no preemptive rights.

Section 3.4 Cumulative Voting. Cumulative voting shall not be permitted.

Article IV

Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Michael A. Walters, Esq.
Baumer, Bradford & Walters, P.A.
50 North Laura Street, Suite 2200
Jacksonville, Florida 32202

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Michael A. Walters, Esq.
Baumer, Bradford & Walters, P.A.
50 North Laura Street, Suite 2200
Jacksonville, Florida 32202

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than two (2).

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Gerald W. Smith
11265 Alumni Way
Jacksonville, Florida 32246

Cynthia M. Smith
11265 Alumni Way
Jacksonville, Florida 32246

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 13th day of March, 1998.



MICHAEL A. WALTERS

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

WINDSOR REAL ESTATE MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **MICHAEL A. WALTERS, ESQ.** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2200, Jacksonville, Florida 32202.


DATED this 13th day of March, 1998.


MICHAEL A. WALTERS

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98 MAR 16 AM 8:53

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 13th day of March, 1998.


MICHAEL A. WALTERS