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March 31, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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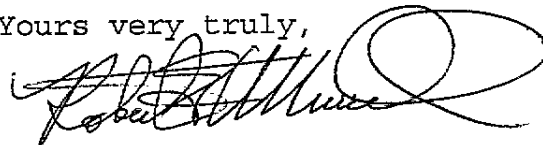
Re: Proposed Charter of City Beautiful Properties, Inc.

Gentlemen:

Enclosed herewith is the original and one copy of the Proposed Charter of City Beautiful Properties, Inc., along with a check in the amount of \$122.50 to cover the cost of filing and a certified copy.

If you have any questions, please do not hesitate to contact the undersigned.

Yours very truly,



Robert G. Murrell

RGM/bac
Enclosures

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DIVISION OF CORPORATIONS
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PROPOSED CHARTER

FOR

CITY BEAUTIFUL PROPERTIES, INC.

I, the undersigned person, hereby present myself for the purpose of forming a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation, and make application for charter in accordance with same.

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be CITY BEAUTIFUL PROPERTIES, INC.

ARTICLE II

The general nature of the business to be transacted shall be as follows:

To engage in such businesses and transactions as may be permitted under the laws of the State of Florida, including purchase and sale of property, both real and personal, and to conduct business and/or management services, and to conduct business activities and services related thereto,

and to engage in or conduct any and all other business permitted under the laws of the State of Florida.

ARTICLE III

The address of the initial principal office shall be 2541 North Alafaya Trail # 79, Orlando, Florida 32826, and the name of its initial registered agent is JAMES P. KELLEY, 2541 North Alafaya Trail #79, Orlando, Florida 32826.

ARTICLE IV

The number of directors constituting the initial Board of Directors is one, who, subject to the provisions of the Certificate of Incorporation and By-Laws, shall hold office for the first year of the corporate existence or until a successor has been elected and qualified, and shall be as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
JAMES P. KELLEY	2541 N Alafaya Tr. # 79 Orlando, FL 32789	President/ Secretary/ Director

ARTICLE V

The name and address of the subscriber to the Certificate of Incorporation and the corporation shall be authorized to issue 50 shares of no par value stock, and a

statement of the number of shares of stock which the subscriber agrees to take is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NUMBER OF SHARES</u>
JAMES P. KELLEY	2541 N. Alafaya Tr.	50 shares
	# 79	no par value
	Orlando, FL 32826	

ARTICLE VI

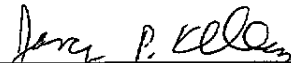
These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written agreement manifesting their intention that amendment to these Articles of Incorporation be made.

ARTICLE VII

That, in pursuant of Chapter 48.091, Florida Statutes, said corporation has named JAMES P. KELLEY, whose address is 2541 North Alafaya Trail # 79, Orlando, Florida 32826, as its registered agent, to accept service of process within this state the undersigned, who by execution hereof accepts his designation as registered agent for the corporation and

agrees to comply with the provisions of said act relative to
keeping open said office.

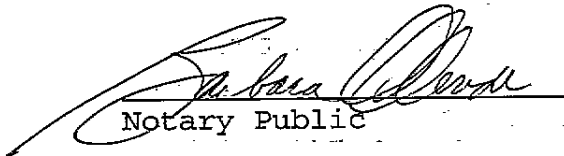
IN WITNESS WHEREOF, the undersigned has hereunto set
his hand and seal this 31st day of March, 1998.

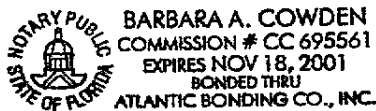


JAMES P. KELLEY

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of March, 1998, by JAMES P. KELLEY, who is personally known to me, or presented a Florida Driver's License as identification, and he acknowledged before me the foregoing Articles of Incorporation as his free act and deed, and for the purposes therein mentioned.


Notary Public



BARBARA A. COWDEN
Printed Name

CC 695561
Commission Number

11-18-2001
Commission Expires

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I HEREBY accept the designation as registered agent as
above provided.


JAMES P. KELLEY

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