

TRANSMITTAL LETTER

P98000043970

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

SUBJECT: Alliance Realty of Gainesville, Inc.

I enclose an original copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

SIGNED: _____



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FILED
98 MAY 13 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From:

Name: Melrose Accounting & Tax Service, Inc.

Address: P.O. Box 1430

City, State, Zip: Melrose, Fl. 32666

Telephone Number: (352) 475-2100

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-05/13/98-01081--018
*****78.75 *****78.75

A. CHESSEN MAY 15 1998

ARTICLES OF INCORPORATION
OF
ALLIANCE REALTY OF GAINESVILLE, INC.

ARTICLE I
NAME

The name of the corporation shall be:
ALLIANCE REALTY OF GAINESVILLE, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8790-2 S.R.21 MELROSE, FL.32666
P.O. BOX 1294 GAINESVILLE, FL.32602-1294

ARTICLE III
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
ROBERT M. JONES
6854 S.E.78th AVE.
KEYSTONE HEIGHTS, FL.32656

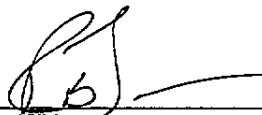
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ROBERT M. JONES
P.O. BOX 1430
MELROSE, FL.32666

The undersigned has executed these Articles of Incorporation this 11th day of
MAY 1998.



Incorporator

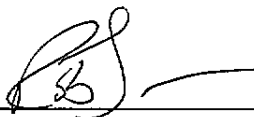
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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: ALLIANCE REALTY OF GAINESVILLE, INC.

2. The name and address of the registered agent and office is:


ROBERT M JONES
6854 S.E.78th AVE.
KEYSTONE HEIGHTS, FL.32656

Signature:  _____

Title: PRESIDENT

Date: MAY 11, 1998

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:  _____

Date: MAY 11, 1998

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