

LILLIAN MOORE DOWD
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CERTIFIED MEDIATOR

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ADMITTED TO:
FLORIDA
NEW YORK
DISTRICT OF COLUMBIA
DELAWARE

May 7, 1998

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

RE: Charter One Realty, Inc.

100002522001--2
-05/13/98--01078--008
****122.50 ****122.50

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-captioned matter. Please send me a certified copy. Also enclosed is a check in the amount of \$122.50 (\$70.00 filing fee and \$52.50 for a certified copy) to cover the cost for processing this form. Thank you.

Sincerely,

L Moore

Lillian M. Moore

Encl.

FILED
98 MAY 13 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
5-9-98

ARTICLES OF INCORPORATION
OF
CHARTER ONE REALTY, INC.

FILED
98 MAY 18 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of organizing a corporation under the Florida Business Corporation Act, does hereby certify:

ARTICLE I: The name of the Corporation is Charter One Realty, Inc. (hereinafter the "Corporation").

ARTICLE II: The principal place of business and mailing address of this corporation is 2170 W. State Road 434, Suite 103, Longwood, Florida 32779.

ARTICLE III: The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares, which shares will be of one class, shall be designated Common Stock and shall have a par value of \$1.00 per share.

ARTICLE IV: The name and address of the initial registered agent is E. Michael Dowd, 2170 W. State Road 434, Suite 103, Longwood, Florida 32779.

ARTICLE V: The name and street address of the incorporator to these Articles of Incorporation is Lillian M. Moore, 1555 Baywater Court, Lake Mary, Florida 32746.

ARTICLE VI: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and stockholders, it is further provided:

1. The election of directors of the corporation need not be by written ballot unless the by-laws so require.
2. In furtherance and not in limitation of the power conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to make, alter, amend or repeal the by-laws of the corporation, in any manner not inconsistent with the laws of the State of Florida or the Articles of Incorporation.

ARTICLE VII: In so far as Florida law provides, the Directors of the Corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of

dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation this 8 day of May 1998.

Lillian M. Moore
Lillian M. Moore

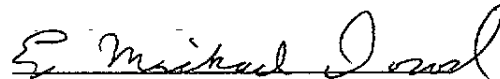
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR

CHARTER ONE REALTY, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is CHARTER ONE REALTY, INC.
2. The name and address of the registered agent is E. Michael Dowd, 2170 W. State Road 434, Suite 103, Longwood, FL 32779.

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.


E. Michael Dowd

FILED
98 MAY 12 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA