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CHARLES V. BARRETT

ATTORNEY AT LAW

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May 14, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100002526601--5  
-05/18/98--01021--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Incorporation of Cumberland Apartments, Inc.

Dear Sirs and Mesdames:

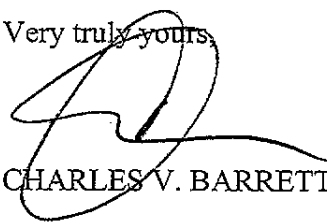
I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered Agent fee	35.00
Total	<u>\$70.00</u>

Please file the original of the enclosed Articles of Incorporation and return a stamped copy in the envelope provided.

Your prompt attention to this matter is appreciated.

Very truly yours,

  
CHARLES V. BARRETT III

CVB/lt  
encl.

APPROVED,  
AND  
FILED  
98 MAY 18 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAY 20 1998

**ARTICLES OF INCORPORATION  
OF  
CUMBERLAND APARTMENTS, INC.**

APPROVED  
AND  
FILED  
98 MAY 18 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is:

Cumberland Apartments, Inc.

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date of filing and acknowledgment of these articles.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT**

The street address of the principal office of this corporation is 4311 West Waters Avenue, Suite 600, Tampa, Florida 33614, and the name and address of the initial registered agent of this

corporation is Charles V. Barrett, Esquire, at 307 South Fielding Avenue, Tampa, Florida 33606 .  
The above address, 4311 West Waters Avenue, Suite 600, Tampa, Florida 33614, is the mailing  
address and the principal address for this corporation.

#### **ARTICLE VII - 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 by-laws, but never less than one. The names and  
addresses of the initial board of directors of this corporation are:

Joseph M. Williams  
4311 West Waters Avenue, Suite 600, Tampa, Florida 33614

David B. Watkins, Jr.  
4311 West Waters Avenue, Suite 600, Tampa, Florida 33614

#### **ARTICLE VIII - INCORPORATOR**


The name and address of the person signing these articles are:

David B. Watkins, Jr.  
4311 West Waters Avenue, Suite 600, Tampa, Florida 33614

#### **ARTICLE IX - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation, this 6<sup>th</sup> day of May, 1998.

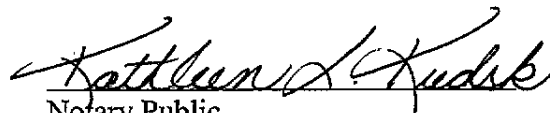
  
\_\_\_\_\_  
DAVID B. WATKINS, JR.  
SUBSCRIBER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared on this day DAVID B. WATKINS, JR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed these Articles of Incorporation for the purposes herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 6th day of May, 1998.

  
Notary Public

My Commission Expires:

**KATHLEEN L. KUDSK**  
Notary Public, State of Florida  
My Comm. Expires May 15, 1998  
No. CC 354347  
Bonded Thru Official Notary Service

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

Cumberland Apartments, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, State of Florida, has named Charles V. Barrett III, Esquire, of 307 South Fielding Avenue, City of Tampa, County of Hillsborough, State of Florida, as its registered agent to accept service of process within the state.

Having been named to accept service of process for the abovestated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. I am familiar with and I accept the obligations of the position of registered agent for the corporation.

By: 

CHARLES V. BARRETT III, ESQUIRE  
RESIDENT REGISTERED AGENT

98 MAY 18 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED