

Leahy & Associates, P.A.

A Professional Association

Timothy B. Leahy, Esquire

P980000050600

June 2, 1998

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

500002547245--2
-06/04/98--01034--014
****122.50 ****122.50

Re: Filing of a Corporation

Dear Sir(s):

Please find enclosed the original Articles of Incorporation for OSM HOLDINGS, INC., and one copy of said Articles of Incorporation. Also please find enclosed my check in the amount of \$122.50 to cover the cost involved in the filing of OSM REAL ESTATE HOLDINGS, INC., as a corporation. Please send all things that will be sent from your office that involve the above corporation to the offices of Leahy & Associates, P.A., 535 Central Avenue, Suite 300, St. Petersburg, FL 33701.

Thank you for your cooperation concerning this matter. If you have any questions, please feel free to contact me.

Sincerely,

Leahy & Associates, P.A.



Timothy B. Leahy, Esquire

Enclosures

TBL/dw

FILED
98 JUN -4 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-5-98

**ARTICLES OF INCORPORATION
OF
OSM REAL ESTATE HOLDINGS, INC.**

FILED
98 JUN -4 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **OSM REAL ESTATE HOLDINGS, INC.**

ARTICLE II

This corporation shall be formed and its existence shall be in perpetuity.

ARTICLE III

The aggregate number of shares that the corporation is authorized to issue is One Thousand Share (1,000), all of which shall be common shares and shall have a par value of one dollar (\$1.00) per share. The Corporation is authorized to issue only one class of stock. Each shareholder of the corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation under which they may maintain their current percentage ownership of the corporation and shall have the right to exercise such pre-emptive right at the issuance of each future issuance of stock.

ARTICLE IV

The street address of the initial registered office of the corporation is 535 Central Avenue, Suite 300, St. Petersburg, Florida 33701 and the name of the initial registered Agent at that address is **TIMOTHY B. LEAHY**.

ARTICLE V

The name and address of each incorporator is:

NAMES

ADDRESS

TIMOTHY B. LEAHY

**535 Central Ave., STE: 300
St. Petersburg, FL 33701**

ARTICLE VI

The address of the principle office of the corporation shall be 535 Central Avenue, Suite 300, St. Petersburg, Florida 33701.

ARTICLE VII

RESTRAINT ON TRANSFER OF STOCK, should any shareholder wish to sell his stock he must first offer it to the corporation, the corporation shall have right of first refusal and then to other shareholders prior to selling to any third parties. The value of the stock shall be the book value as determined by the last regular accounting.

ARTICLE VIII

No shareholder shall have the right to pledge all or any of his stock as collateral for any indebtedness, loans, or any other form of obligation without the unanimous consent of all the shareholders.

ARTICLE IX

At any meeting of shareholders called expressly for the purpose, any director or directors may be removed from office, with or without cause, by majority vote or at any regular board meeting, regular meeting or shareholders, or special meeting called for that specific purpose.

EXECUTED by the undersigned at St. Petersburg, Florida, this 2 day of June, 1998.


TIMOTHY B. LEAHY, Incorporator

STATE OF FLORIDA

COUNTY OF Pinellas

Before me, the undersigned authority, personally appeared **TIMOTHY B. LEAHY**, to me (known) or who has produced _____ as identification and, being first duly sworn, stated that he is the above named incorporator and that he executed the foregoing Articles of Incorporation on the date first above written.

NOTARY PUBLIC

SIGN Darlene F. Wells

PRINT Darlene F. Wells

State of Florida at Large (Seal)

My Commission expires:



Darlene F. Wells

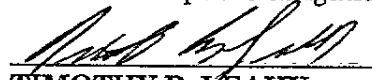
My Commission CC648497

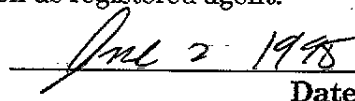
Expires May 31 2001

ACCEPTANCE OF REGISTERED AGENT

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.


TIMOTHY B. LEAHY
Resident Agent


Date

FILED
98 JUN -4 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA