

P98000050652



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845437 10250A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 5, 1998

ORDER TIME : 11:16 AM

ORDER NO. : 845437-005

CUSTOMER NO: 10250A

CUSTOMER: Ms. Betty A. Huff  
VOGEL DAVIS & VOGEL

Suite B, midwest Title Building  
3936 Tamiami Trail North  
Naples, FL 33940

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -5 PM 2:13

DOMESTIC FILING

NAME: HERITAGE RESIDENTIAL REALTY,  
INC.

300002549189--6  
-06/05/98--01079--024  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED  
98 JUN -5 PM 12:11  
DIVISION OF CORPORATIONS  
f 6/5/98

ARTICLES OF INCORPORATION  
OF  
HERITAGE RESIDENTIAL REALTY, INC.

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DIVISION OF CORPORATIONS  
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THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is **Heritage Residential Realty, Inc.**, and the principal office and mailing address is 3936 North Tamiami Trail, Suite B, Naples, FL 34103.

ARTICLE II

The purpose or purposes for which the Corporation is organized are to provide all services related to real estate sales and further to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar (\$1.00), amounting to the aggregate of One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 3936 North Tamiami Trail., Naples, FL 34103, and the name of its initial registered agent at such address is Michael S. Davis.

ARTICLE V

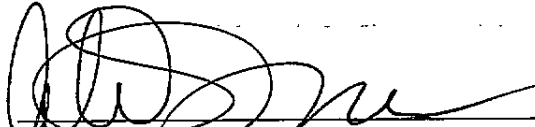
The number of directors constituting the initial Board of Directors of the Corporation is One (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is as follows:

Michael S. Davis  
3936 North Tamiami Trail, Suite B  
Naples, FL 34103

ARTICLE VI

The name and address of the sole incorporator is Michael S. Davis, 3936 North Tamiami Trail, Suite B, Naples, FL 34103.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 29 day of MAY, 1998.

  
Michael S. Davis, Sole Incorporator

STATE OF FLORIDA

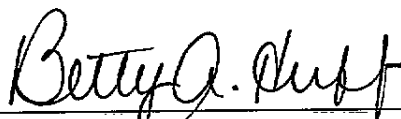
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 29th day of May, 1998, by Michael S. Davis, as sole incorporator of HERITAGE RESIDENTIAL REALTY, INC., who is personally known to me or who has produced as identification.



Betty A. Huff  
MY COMMISSION # CC582990 EXPIRES  
September 8, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:


  
Notary Public - Signature  
Betty A. Huff  
Notary Public - Print Name  
Commission No. \_\_\_\_\_

(Seal)

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DIVISION OF CORPORATIONS  
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ACCEPTANCE BY REGISTERED AGENT

Michael S. Davis, having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.

  
Michael S. Davis