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Of Counsel:
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Reply To:

Winter Park Office

19 June, 1998

Winter Park Office:

1031 West Morse Boulevard
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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/22/98--01033--019
*****70.00 *****70.00

Re: Windsong Properties, Inc.

Dear Sir or Madam:

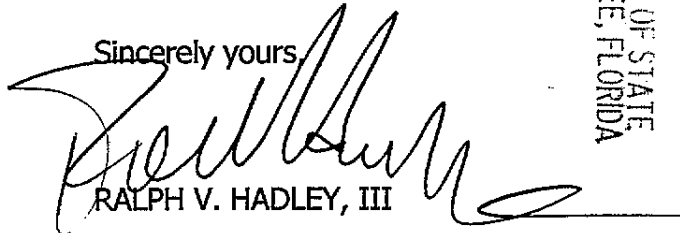
I enclose the following:

1. Executed original and 1-copy of Articles of incorporation including Acceptance of Registered Agent Designated in Articles; and
2. Our firm's check in the amount of \$70 in payment of:

a)	Profit corporation filing fee	\$35.00
b)	Registered Agent Designation	\$35.00

Please file the enclosed Articles and return a stamped copy to this office.

Sincerely yours


RALPH V. HADLEY, III

FILED
98 JUN 22 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RVH,III/ja
Encs.

nc 6/24/98

ARTICLES OF INCORPORATION
OF
WINDSONG PROPERTIES, INC.

FILED
98 JUN 22 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WINDSONG PROPERTIES, INC.

The address of the principal office of this corporation shall be 1031 West Morse Boulevard, Suite 325, Winter Park, Florida 32789, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1031 West Morse Boulevard, Suite 325, Winter Park, Florida 32789, and the name of the initial registered agent of the corporation at that address is Allan E. Keen.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is: Allan E. Keen, 1031 West Morse Boulevard, Suite 325, Winter Park, Florida 32789.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:
Allan E. Keen, 1031 West Morse Boulevard, Suite 325, Winter Park, Florida 32789.

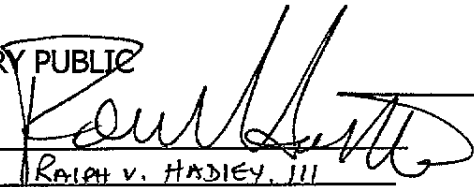
IN WITNESS WHEREOF, the undersigned being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and

certifies that the facts herein stated are true, and accordingly, has hereunto set hand and seal this 18th day of June 1998.


ALLAN E. KEEN

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 18th day of June 1998, by Allan E. Keen, who is personally known to me.

NOTARY PUBLIC
(Sign) 
(Print) Ralph V. Hadley, III
STATE OF FLORIDA AT LARGE (SEAL)
MY COMMISSION EXPIRES:
COMMISSION NO. RALPH V. HADLEY, III
MY COMMISSION # CC473624 EXPIRES
August 24, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Allan E. Keen, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.


ALLAN E. KEEN

FILED
98 JUN 22 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA