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June 23, 1998

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Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Incorporation of BOGDAN FINANCIAL GROUP PROPERTIES, Inc.

Gentlemen:

Enclosed herewith you will find the original and copy of the Articles of Incorporation for the above referenced corporation. You will also find this firm's check in the amount of \$122.50 which sum represents your filing fee.

Please forward the certified copy of the Articles of Incorporation to this office and, if you should have any questions, please do not hesitate to contact me.

Very truly yours,

  
WILLIAM F. GALLESE, ESQUIRE

WFG/ps  
Enclosures

FILED  
98 JUN 26 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JUN 26 1998

ARTICLES OF INCORPORATION  
FOR  
BODGAN FINANCIAL GROUP PROPERTIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself with others to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: BOGDAN FINANCIAL GROUP PROPERTIES, INC.

ARTICLE II

The street address of the initial principle office: 243 W. Park Avenue, Suite 106, Winter Park, FL 32789.

ARTICLE III

The number of shares that this corporation is authorized to issue is: 1000 shares of common stock. The holders of each share of common stock shall have one vote for each share owned. If any preemptive rights are to be granted to the shareholders, a provision shall be made in the by-laws of the corporation.

ARTICLE IV

The corporation's initial registered office and agent: Leonard P. Bogdan, Jr., 243 W. Park Avenue, Suite 106, Winter Park, FL 32789.

ARTICLE V

The name and street address of incorporators are:

- 1) Leonard P. Bogdan, Jr.  
243 W. Park Avenue, Suite 106  
Winter Park, FL 32789

ARTICLE VI

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TALLAHASSEE, FLORIDA

The purpose for which this corporation is formed is real estate purchase and investments.

**ARTICLE VII**

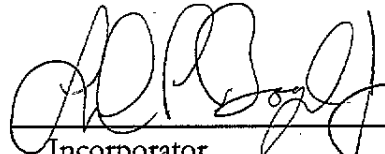
This corporation shall have perpetual existence.

**ARTICLE VIII**

The manner in which the Directors are elected or appointed is that as is provided by the bylaws of **BOGDAN FINANCIAL GROUP PROPERTIES, INC.**

IN WITNESS WHEREOF the undersigned has set his/her hand and seal this 15 day of

June, 1998.

  
Incorporator

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared LEONARD P. BOGDAN, Jr., who produced FLDL as identification or who is personally known to me and who did not take an oath, is well known to be the individual described in and who subscribed the above Articles of Incorporation, and (s)he did freely and voluntarily acknowledge before me, according to law, that (s)he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 15 day of

June, 1998.

(SEAL)

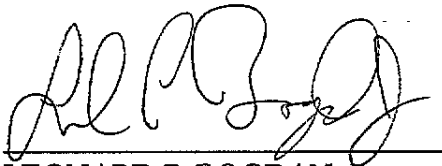
  
Notary Public



Patricia A. Stanton  
MY COMMISSION # CC728563 EXPIRES  
June 3, 2002  
BONDED THRU TROY FAJN INSURANCE, INC.

**ACKNOWLEDGMENT AND ACCEPTANCE OF  
REGISTERED AGENT**

THE UNDERSIGNED, having been named as the Registered Agent for **BOGDAN FINANCIAL GROUP PROPERTIES, INC.**, and as agent to accept service of process of such corporation, at the place designated in Article V, does hereby accept to act in this capacity, and agrees to comply with the provisions of the General Corporation Act, Chapter 607 of the Florida Statutes, relative to keeping the registered office of said corporation open.

  
LEONARD P. BOGDAN, Jr.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA