



THE UNITED STATES
CORPORATION
COMPANY

P980000057793

ACCOUNT NO. : 072100000032

REFERENCE : 873112 94942A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 PM 12:53

ORDER DATE : June 28, 1998

ORDER TIME : 10:40 AM

ORDER NO. : 873112-015

CUSTOMER NO: 94942A

CUSTOMER: James B. Lyon, Esq
JAMES B. LYON, ESQ

Suite 206
1881 University Drive
Coral Springs, FL 33071

800002574628--2

DOMESTIC FILING

NAME: STODDARD REALTY MANAGEMENT
GROUP III., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
98 JUN 29 AM 11:21
DIVISION OF CORPORATION

6-29
WS

ARTICLES OF INCORPORATION
OF
STODDARD REALTY MANAGEMENT GROUP III., INC.

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

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ARTICLE I - NAME

The name of this Corporation is STODDARD REALTY MANAGEMENT GROUP III., INC.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of this Corporation shall be: 5333 NW 79th Way, Parkland, Florida 33067.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1881 University Drive, Coral Springs, Florida 33071 and the name of the initial registered agent of this Corporation at that address is James B. Lyon.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of the stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Bates F. Stoddard, 5333 NW 79th Way, Parkland, Florida 33067

ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these Articles is: Bates F. Stoddard, 5333 NW 79th Way, Parkland, Florida 33067

ARTICLE VIII-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX-INDEMNIFICATION


The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: June 25, 1998



Bates F. Stoddard, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

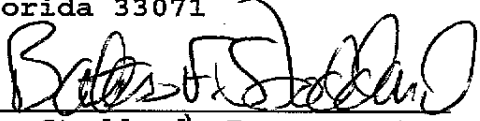
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

STODDARD REALTY MANAGEMENT GROUP III., INC.

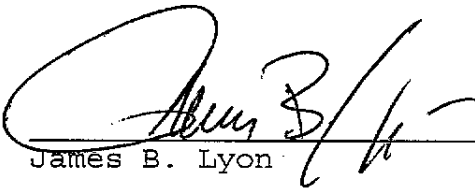
2. The name and address of the registered agent and office is:

James B. Lyon
1881 University Drive, #206
Coral Springs, Florida 33071


Bates F. Stoddard, Incorporator

Date: 6/25/98

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.


James B. Lyon

DATE: JUNE 25, 1998

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