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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 25 AM 8:26

Oakwood Apartments, Inc.
9651 N.E. 110th Avenue
Archer, Florida 32618

September 21, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

RE: Oakwood Apartments, Inc.

Dear Mr. or Ms.:

Enclosed please find the original and one copy of the Articles of Incorporation for Oakwood Apartment, Inc., along with the registered agent acceptance and a check in the amount of \$122.50 for the filing fee.

Thank you,

Karen Smith
Incorporator

D. BROWN SEP 28 1998

ARTICLES OF INCORPORATION
FOR
OAKWOOD APARTMENTS, INC.

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ARTICLES I. NAME

The name of the corporation shall be:

OAKWOOD APARTMENTS, INC.

The principal place of business of the corporation shall
be 205 Tyres Alley, Bronson, Florida 32621.

The mailing address of the corporation shall be 9651 N.E.
110th Avenue, Archer, Florida 32618.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all
lawfull activities or business permitted under the laws of
the United States, the State of Florida or any other state,
country 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 1000 shares of common stock having \$1.00 par value per
share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of
the corporation shall be 205 Tyres Alley, Bronson,
Florida, and the name of the initial registered agent of the
corporation at that address is Karen Smith.

ARTICLE V. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have two Directors initially. The number of Directors may be increased or decreased from time to time, by the By-Laws.

The names and addresses of the person or persons who are to serve as Directors until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Steve Smith	50 Fox Road Archer, Florida 32618
Karen Smith	50 Fox Road Archer, Florida 32618

ARTICLE VI. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at a price which is offered to others.

ARTICLE IX. SPECIAL PROVISIONS

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as an "S" Corporation.

ARTICLE X. OFFICERS

The name and address of the initial officer of the Corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
Steve Smith President	50 Fox Road Archer, FL 32618
Karen Smith Vice President	50 Fox Road Archer, FL 32618

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Karen Smith
50 Fox Road
Archer, Florida 32618

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for the purpose by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

ARTICLE XIV. DISSOLUTION

In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

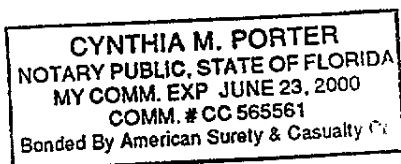
Karen Smith
Karen Smith, Incorporator

State of Florida
County of Alachua

Before me a Notary public duly authorized in the state and county above named to take acknowledgments, personally appeared Karen Smith produced identification well known to me to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation and he acknowledges before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 23rd day of Sept 1998.

Cynthia M. Porter
Notary Public
State of Florida

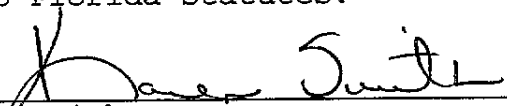


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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Oakwood Apartments, Inc., at the place designated in Article Six of its Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.



Karen Smith

Date

9-23-98