

Roosa, Sutton, Burandt & Adamski

Attorneys and Counselors at Law

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P9800093278

October 28, 1998

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

700002677877--2
-11/02/98--01083--005
*****70.00 *****70.00

Re: Florida Housing Association, Inc.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent Registered Office of Florida Housing Association, Inc. Please return file-marked copies of the articles to me.

Also enclosed is our firm's check in the amount of \$70.00 for the filing fee.

Very truly yours,

Larry D. Sutton

LARRY D. SUTTON
LDS:ly
Enc.

FILED
98NOV-2 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
11-3-98

**ARTICLES OF INCORPORATION
OF FLORIDA HOUSING ASSOCIATION, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Florida Housing Association, Inc.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1714 Cape Coral Parkway, Cape Coral, FL 33904, and the name of its initial registered agent at such address is Raymond J. Scalero.

ARTICLE SIX
INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Raymond J. Scalero	1618 SE 19 th Lane Cape Coral, Florida 33990

28th Executed by the undersigned at Cape Coral, Florida, on the
day of October, 1998.



Raymond J. Scalero

FILED
98 NOV -2 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: The Department of State
Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

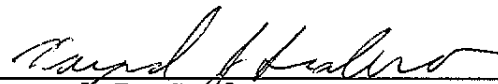
Florida Housing Association, Inc., with its place of business at 1714 Cape Coral Parkway, Cape Coral, Florida 33904, has named Raymond J. Scalero, 1714 Cape Coral Parkway, Cape Coral, Florida 33904, as its agent to accept service of process within Florida.

Dated the 28th day of October, 1998.


Raymond J. Scalero, President

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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 of the Florida General Corporation Act.

Dated the 28th day of October, 1998.


Raymond J. Scalero
Registered Agent