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

December 28, 1998

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-12/28/98--01026--014
*****70.00 *****70.00

ARTICLES OF INCORPORATION

for

Flats Management Company

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 to cover the filing fee.

Please send the copy of the filed document to the following address:

Robert J. Hutchins, Attorney
222 West Comstock Ave., Suite 111
Winter Park, Florida 32789

Respectfully submitted,



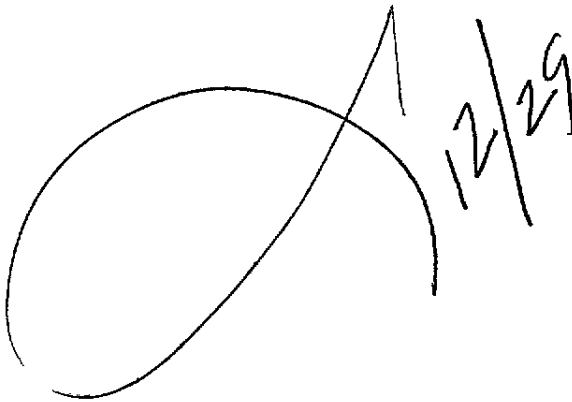
Robert J. Hutchins

Incorporator

EFFECTIVE DATE
JAN 5 1999

98 DEC 28 PM 4:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be: Flats Management Company.

ARTICLE II-NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III-TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE IV-AUTHORIZED SHARES

The corporation shall have the authority to issue 10,000 shares of common capital stock with a par value of \$.01 per share.

ARTICLE V-ADDRESS

The street address of the initial principal office and mailing address of the corporation is: 222 West Comstock Avenue, Suite 111, Winter Park, Florida 32789.

ARTICLE VI-INCORPORATOR

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

Robert J. Hutchins 222 West Comstock Avenue, Suite 111, Winter Park, Florida 32789

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 222 West Comstock Avenue, Suite 111, Winter Park, Florida 32789 and the name of the initial registered agent of the corporation at that address is Robert J. Hutchins.

ARTICLE VIII-AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE IX-EFFECTIVE DATE

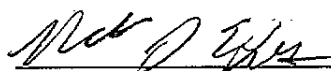
The existence of the corporation shall commence on January 5, 1999.


Robert J. Hutchins, Incorporator

12/22/98
Date

REGISTERED AGENT'S ACCEPTANCE

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 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.


Robert J. Hutchins, Registered Agent

12/22/98
Date

FILED
8 DEC 28 PM 4:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
JAN 5 1999