

Carnal & Mansfield, P.A.
Attorneys At Law
6536 Central Avenue
St. Petersburg, Florida 33707-1330

Gary A. Carnal
Elizabeth G. Mansfield

Phone (813) 381-8181
Fax 381-8783

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December 28, 1998

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

Re: Lockhart Real Estate Corporation

Greetings:

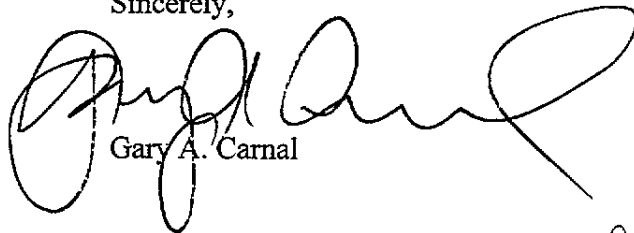
Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check in the amount of \$ 122.50 covering the fees and charges for the items listed below, as indicated:

- a. Articles Of Incorporation filing fee, \$35.00.
- b. Certified copy of Articles Of Incorporation, \$52.50.
- c. Registered Agent Designation Filing Fee, \$35.00.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,



Gary A. Carnal

GAC/rsk
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LOCKHART REAL ESTATE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Lockhart Real Estate Corporation.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in real estate transactions and the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If

this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be ONE. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Robert W. Lockhart, 6730 Mango Avenue South, St. Petersburg, Florida 33707

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 6730 Mango Avenue South, St. Petersburg, Florida 33707

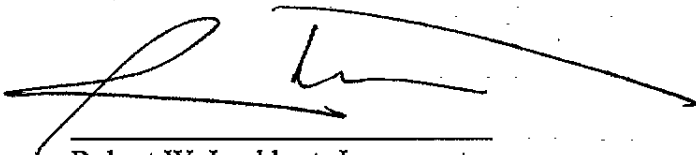
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Robert W. Lockhart.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Robert W. Lockhart, 6730 Mango Avenue South, St. Petersburg, Florida 33707

ARTICLE XI. AMENDMENT

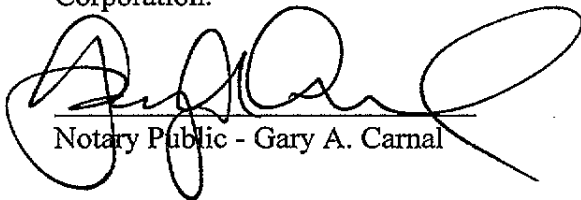
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Robert W. Lockhart- Incorporator

State Of Florida
County Of Pinellas

On 12/29/98, Robert W. Lockhart, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Lockhart Real Estate Corporation.



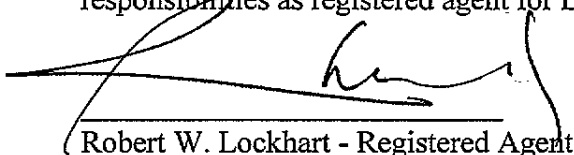
Notary Public - Gary A. Carnal



Commission Expiration Date & Commission Number:

(SEAL)

I hereby accept my designation as resident agent and agree to serve as the resident agent of Lockhart Real Estate Corporation. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Lockhart Real Estate Corporation.

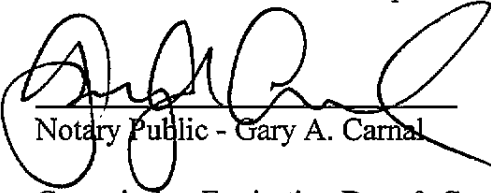


Robert W. Lockhart - Registered Agent

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98 DEC 31 AM 8:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State Of Florida
County Of Pinellas

On 12/29/98, Robert W. Lockhart, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Lockhart Real Estate Corporation.


Notary Public - Gary A. Carnal



Commission Expiration Date & Commission Number:

(SEAL)