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December 30, 1998

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-12/31/98--01036--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: The Property Group of Central Florida, Inc.

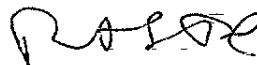
Dear Sir/Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation relative to the above referenced corporation. Please file the articles. I have also enclosed a check in the amount of \$78.75 to cover the filing fee and have a certified copy returned to me.

I have also enclosed a self addressed stamped envelope for your convenience.

Sincerely yours,

ROBERT L. TANKEL, P.A.



Robert L. Tankel

RLT/wg  
Enclosure(s)

98 DEC 31 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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98 DEC 31 AM 8:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
THE PROPERTY MANAGEMENT GROUP OF CENTRAL FLORIDA, INC.**

**ARTICLE I - NAME**

The name of this corporation shall be THE PROPERTY MANAGEMENT GROUP OF CENTRAL FLORIDA, INC.

**ARTICLE II - DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

**ARTICLE IV - AUTHORIZED STOCK**

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V - INITIAL REGISTERED AGENT**

The name of the initial registered agent of the corporation is Robert L. Tankel, Esquire, Robert L. Tankel, P.A. The street address of the initial registered office of the corporation for service of process shall be 2595 Tampa Road, Suite H, Palm Harbor, Florida 34684.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation initially shall have two (2) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

President:	Eugene Ulrich	2595 Tampa Road, Suite H Palm Harbor, FL 34684
Treasurer:	Phyllis Ulrich	2595 Tampa Road, Suite H Palm Harbor, FL 34684

#### ARTICLE VII - INITIAL OFFICERS

The initial officers to serve until replaced in accordance with the by-laws are:

Eugene Ulrich

President

Phyllis Ulrich

Secretary/Treasurer

#### ARTICLE VIII - INCORPORATOR

The name and address of each incorporator of the corporation is

Robert L. Tankel

1299 Main Street, Suite F  
Dunedin, Florida 34698

#### ARTICLE IX - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 1299 Main Street, Suite F, Dunedin, Florida 34698. The corporation reserves the privilege of having branch or other offices at places within or outside the State of Florida.

#### ARTICLE X - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

#### ARTICLE XI - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

#### ARTICLE XII - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XIII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

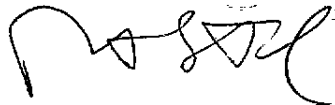
ARTICLE XIV -- SUBCHAPTER S ELECTION

The corporation selects subchapter S election.

ARTICLE XV - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of December, 1998.

  
\_\_\_\_\_  
Robert L. Tankel

STATE OF FLORIDA     }  
COUNTY OF PINELLAS }

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 1998 by Robert L. Tankel, who is personally known to me.



WAVEY GORDON  
COMMISSION # CC 654167  
EXPIRES JUN 9, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Wavey Gordon

Signature of Person Taking Acknowledgment

Wavey Gordon

Name of Acknowledger Typed, Printed or Stamped


(NOTARY SEAL)

Notary Public, State of Florida

**NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Pursuant to Section 607.034, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for THE PROPERTY MANAGEMENT GROUP OF CENTRAL FLORIDA, INC., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 30 day of December, 1998.

By: \_\_\_\_\_

  
Robert L. Tankel, Esquire  
Robert L. Tankel, P.A.  
1299 Main Street  
Dunedin, Florida 34698  
(813) 736-1901

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA