

Charter Number Only

1/2/99

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

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CORPORATION(S) NAME

STRATEGIC RETAIL REAL ESTATE SERVICES,
INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

Name	
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DIVISION OF CORPORATION
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Empire Toll Free: 1-800-432-3028

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

STRATEGIC RETAIL REAL ESTATE SERVICES, INC.

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit, and for that purpose do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME: The name of the corporation shall be:

STRATEGIC RETAIL REAL ESTATE SERVICES, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: The transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III

TERM OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares of stock this

corporation is authorized to have outstanding at any one time is One Hundred (100) Shares of Common Stock. The consideration to be paid for each share will be \$1.00 per share.

ARTICLE V

INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be One Hundred (\$100.00) Dollars.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE: The Registered Agent of said corporation at the Register Office shall be: JAMES TRINDADE. The registered office shall be at: ATLANTIS ATRIUMS 2-A, ATLANTIS, FL 33462. The address of both the Registered Office and the Registered Agent being: ATLANTIS ATRIUMS 2-A, ATLANTIS, FL 33462.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS: The Principal Place of Business shall be at: ATLANTIS ATRIUMS 2-A, ATLANTIS, FL 33462.

ARTICLE VIII

OFFICE AND DIRECTORS: The name and post office address of the first director of this corporation who shall hold office for the first year, or until his successors are chosen shall be

NAME	ADDRESS	OFFICE
JAMES TRINDADE	ATLANTIS ATRIUMS, 2-A ATLANTIS, FL 33462	DIRECTOR PRESIDENT SECRETARY

The corporation shall have at least One (1) and not more than five (5) Directors, and no person shall be required to own, hold or to control stock in the corporation as a condition precedent to holding any office in this corporation.

ARTICLE IX

SUBSCRIBERS: The name and post office address of the subscribers to these Articles of Incorporation, are as the following:

NAME	ADDRESS	SHARES
STRATEGIC RETAIL REAL ESTATE SERVICES, INC.	ATLANTIS ATRIUMS 2-A ATLANTIS, FL 33462	51

ARTICLE X

STOCKHOLDERS' MEETING: The time and the place of the annual stockholders' meeting shall be fixed and prescribed for it the By-Laws and notice of same shall be given in one of the methods provided by the law. Any meeting of the stockholders may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

ARTICLE XI

OFFICERS: The officers of this corporation shall be a

Director, President and Secretary and such other officers and agents as may be necessary. All officers and agents, and factors as may be deemed necessary, shall be chosen in such terms and have such powers and duties as may be prescribed in the By-Laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII

POWERS: This corporation shall have the following powers.

A. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed or in any other manner reproduced.

B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real property or personal property or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.

D. To lend money to and use the credit to assist the

officers and employee in accordance with Florida Statute 607.

E. To purchase, take, receive, subscribe for, or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use to deal in and with shares of other interests in or obligations of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations, of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow at such rate of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises and income.

G. To lend money for corporate purposes, invest, and reinvest its funds, and to take, hold real and personal property as security for the payment of the funds so loaned or invested.

H. To conduct its business, carry on the operations and have offices and exercise the power granted by Florida Statute 607, within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the By-Laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the

corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

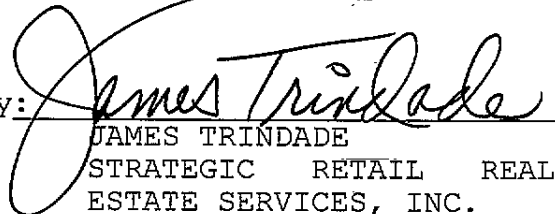
M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, profit and other incentive plans for any and all of the directors, officers, and employees of its subsidiaries.

N. To be promoter, incorporator, partner, member, associate or manager of any of the corporation, partnership, joint venture trust or other enterprise.

O. To have and exercise all powers necessary or convenient to affect the purpose of the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hand and this seal this 20th day of January, 1999, for the sole purpose of forming this corporation under the laws of the State of Florida, and he hereby make and file in the Office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certifies that the fact herein are true.

By:


JAMES TRINDADE
STRATEGIC RETAIL REAL
ESTATE SERVICES, INC.

**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes. The undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

STRATEGIC RETAIL REAL ESTATE SERVICES, INC.

2. The name and address of the registered agent and office is:

JAMES TRINDADE
ATLANTIS ATRIUMS 2-A
ATLANTIS, FL 33462

SIGNATURE: James Trindade

TITLE: President

DATE: 1/20/99

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I DO HEREBY ACCEPT THE 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.

SIGNATURE: James Trindade

DATE: 1/20/99

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