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LAW OFFICE

MARGARET E. LEDERER, P.A.

Post Office Box 2708
Orlando, Florida 32802-2708

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(407) 426-7227

January 19, 1999

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

500002751155-4
-01/22/99-01041-015
*****78.75 *****78.75

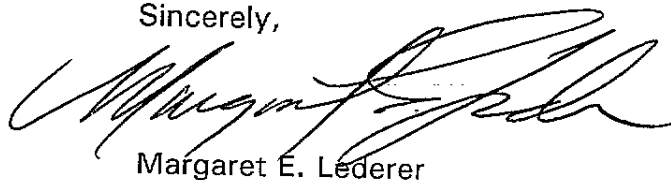
Re: Stonehart Properties, Inc.

Dear Sirs/Madam:

Enclosed please find the Articles of Incorporation for Stonehart Properties, Inc and a check for \$78.75 for setting up a corporation.

Thank you for your anticipated cooperation in this matter.

Sincerely,



Margaret E. Lederer

MEL/tld
Enc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
STONEHART PROPERTIES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STONEHART PROPERTIES, INC.

The address of the principal office of this corporation shall be P.O. Box 2708, Orlando, Florida 32802, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

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TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 800 W. Forestbrook Rd, Maitland, Florida 32751, and the name of the initial registered agent of the corporation at that address is Margaret E. Lederer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Robin Brooks
President/Director
P.O. Box 2708
Orlando, FL 32802

Margaret E. Lederer
Vice President/Director, Secretary/Treasurer
P.O. Box 2708
Orlando, FL 32802

ARTICLE VII. INCORPORATOR

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

Margaret E. Lederer, P.A.
800 W. Forestbrook Rd.
Maitland, FL 32751

ARTICLE IX BYLAWS

After the adoption of the initial bylaws by the directors, the bylaws may be adopted, amended or repealed by the stockholders of this corporation. The board of directors may adopt bylaws, subject to the shareholders' approval at their next ensuing meeting. But the bylaws adopted by the board of directors shall not conflict with those adopted by the stockholders.

ARTICLE X STOCK RESTRICTIONS

By agreement stockholders of this corporation may restrict or limit the sale or transfer, or both, of the stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws shall provide for transfer on the corporate books in conformity with any agreement.

ARTICLE XI REPLACING STOCK CERTIFICATES

The board of directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed stock certificates.

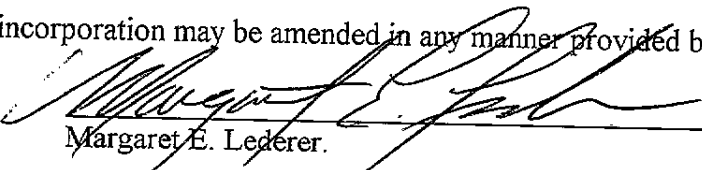
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TALLAHASSEE, FLORIDA

ARTICLE XII AMENDMENT

These articles of incorporation may be amended in any manner provided by law


Margaret E. Lederer.

IN WITNESS WHEREOF, Margaret E. Lederer, has hereunto set her hand and
seal on Jan, 19, 1999.

By: 
Margaret E. Lederer

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing was acknowledged before me on this 19th day of January,
1999.

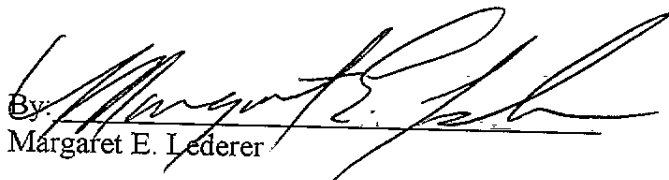


TAMARA L. DYKES
My Commission CC484032
Expires May. 17, 1999
Bonded by HAI
800-422-1555


Notary Public/Commission Expires:

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Margaret E. Lederer, is familiar with and accepts the obligations of the position of
Registered Agent under Section 607.0505, Florida Statutes.

By: 
Margaret E. Lederer