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ACCOUNT NO. : 072100000032

REFERENCE : 175996 9011A

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 4:00

ORDER DATE : March 19, 1999

ORDER TIME : 2:57 PM

ORDER NO. : 175996-005

CUSTOMER NO: 9011A

200002812862--5

CUSTOMER: Ronald Witkowski, Esq
RONALD WITKOWSKI, ESQ
RONALD WITKOWSKI, ESQ
Suite 202
12798 W. Forrest Hill Blvd.
Wellington, FL 33414

DOMESTIC FILING

NAME: ST. JAMES & ASSOCIATES
PROPERTY MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

PROCESSED
99 MAR 22 AM 9:02
DIVISION OF CORPORATIONS

g 3/22/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 22 PM 4:00

ARTICLES OF INCORPORATION
OF

ST. JAMES & ASSOCIATES PROPERTY MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ST. JAMES & ASSOCIATES PROPERTY MANAGEMENT, INC.

The address of the principal office of this corporation shall be 15650 Enstrom Road, Wellington, Florida 33414 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 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12798 West Forrest Hill Boulevard, Suite 202, Wellington, Florida 33414, and the name of the initial registered agent of the corporation at that address is Ronald Witkowski, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Saundra E. Chefan	15650 Enstrom Road
Dir.	Wellington, Florida 33414

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 19, 1999.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

CKS

FILED
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DIVISION OF CORPORATIONS

99 MAR 22 PM 4:00

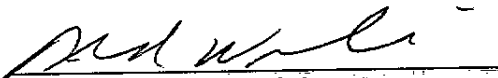
ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Ronald Witkowski, Esq., an individual residing in this state having a business office address of 12798 West Forest Hill Boulevard, Suite 202, Wellington, Florida 33414 and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

St. James & Associates Property Management, Inc.

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

By:


Ronald Witkowski, Esq.