

P99000032786

March 29, 1999

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

300002830183--3
-04/06/99--01020--005
*****78.75 *****78.75

RE: Incorporation of a new business

Dear Sir or Madam:

Enclosed please find the Articles of incorporation for Uptown Classic Properties, Inc. Additionally, I have submitted the a total filing fee of \$78.75 which includes:

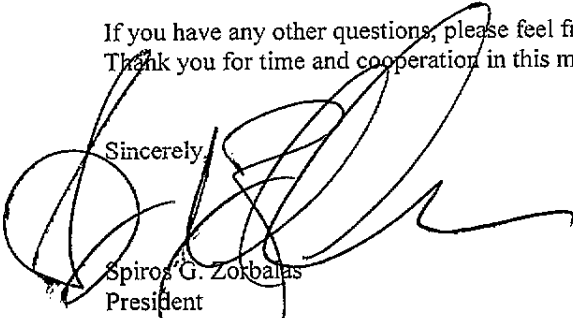
1. Filing fee of \$35;
2. Designation of registered agent fee of \$35; and,
3. Certified copy fee of \$8. 75.

Please send me a true and original certified copy to the address below, which is also our new corporate address:

Send Certified Copy To: Spiros G. Zorbalas
117 St. James Way
Naples, FL 34104

If you have any other questions, please feel free to contact me toll-free at 888-857-3541 or 404.531.9750.
Thank you for time and cooperation in this matter.

Sincerely,


Spiros G. Zorbalas
President
Uptown Classic Properties, Inc.
117 St. James Way
Naples, FL 34104

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -6 PM 6:05

4-9
WS

**ARTICLES OF INCORPORATION
OF
UPTOWN CLASSIC PROPERTIES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -6 PM 6:05

I, the undersigned, as a proper person acting as incorporator of a corporation under the laws of the State of Florida, adopt the following articles of incorporation.

FIRST

The name of the corporation is Uptown Classic Properties, Inc.

SECOND

The number of shares the corporation is authorized to issue is one hundred (100).

THIRD

The purpose of the corporation is to engage in the business of owning and managing residential rental real estate. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florida.

FOURTH

The street address of the initial registered office of the corporation is 117 St. James Way, Naples, Florida, 34104, and the initial registered agent of the corporation at such address is Spiros G. Zorbalas.

FIFTH

The mailing address of the initial principal office of the corporation is 117 St. James Way, Naples, Florida, 34104.

SIXTH

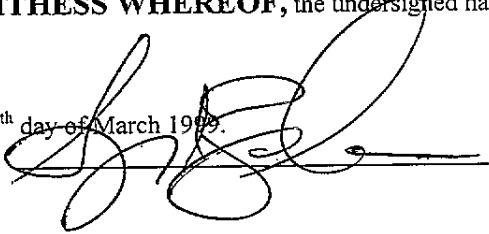
The name and address of the sole incorporator is Spiros G. Zorbalas of 117 St. James Way, Naples, Florida, 34104.

SEVENTH

The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of that person who is to serve as the sole director until the first annual meeting of shareholders or until his successors are elected and shall qualify is Spiros G. Zorbalas of 117 St. James Way, Naples, Florida, 34104.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

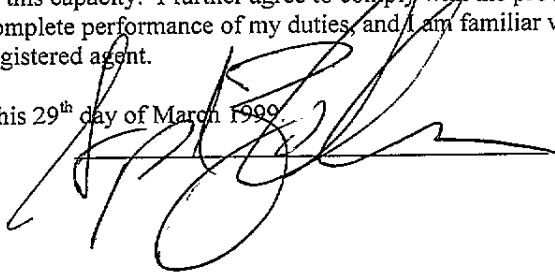
This 29th day of March 1999.



Spiros G. Zorbalas, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

This 29th day of March 1999.



Spiros G. Zorbalas, Registered Agent