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MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

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JAMES A. NOLAN, III
DANIEL B. NUNN, JR.
SCOTT G. SCHILDBERG
MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

May 26, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: PEDESTRIAN PROPERTIES, INC. and
PEDESTRIAN PROPERTIES - BCAC, LTD.

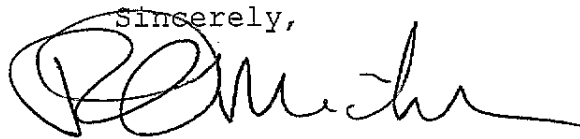
Dear Sirs:

Enclosed are original and copy of the Articles of Incorporation of Pedestrian Properties, Inc., together with our check in the amount of \$78.75 for the filing fee and a certified copy of the articles.

Also enclosed are original and copy of Certificate of Limited Partnership for Pedestrian Properties - BCAC, Ltd., together with our check in the amount of \$262.50 for the filing fee, registered agent fee, and certified copy of the Certificate.

Please return both certified copies to us as soon as possible.

Sincerely,


Robert O. Mickler

ROM:vg
Certified Mail - RRR
c-Pedestrian Group

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUN 7 1999

ARTICLES OF INCORPORATION
OF
PEDESTRIAN PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I.

Name

The name of this corporation is Pedestrian Properties, Inc.

II.

Nature of Business

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

III.

Capital Stock

This corporation is authorized to issue 10,000 shares of common stock having a par value of Ten Cents (\$.10) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

Rm

IV.

Term of Existence

The term for which this corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

V.

Principal Office

The initial principal office and mailing address of this corporation is 210 Riverside Avenue, Jacksonville, Florida 32202.

VI.

Initial Registered Office and Agent

The initial registered office of this corporation in the State of Florida is 210 Riverside Avenue, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Bryan J. Mickler. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

VII.

Initial Board of Directors

This corporation shall have four (4) directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of directors be reduced below one (1). The names and addresses of the initial directors of this corporation are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| James R. Draper | 2141 Park Street Jacksonville, FL 32204 |
| Bryan J. Mickler | 210 Riverside Avenue Jacksonville, FL 32202 |
| Mark R. Rinaman | 2207 Forbes Street Jacksonville, FL 32205 |
| Steve Williams | 2141 Park Street Jacksonville, FL 32204 |

VIII.

Incorporators

The names and addresses of the Incorporator of this corporation are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| James R. Draper | 2141 Park Street Jacksonville, FL 32204 |
| Bryan J. Mickler | 210 Riverside Avenue Jacksonville, FL 32202 |
| Mark R. Rinaman | 2207 Forbes Street Jacksonville, FL 32205 |
| Steve Williams | 2141 Park Street Jacksonville, FL 32204 |

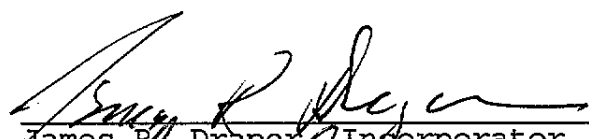
IX.


Amendments

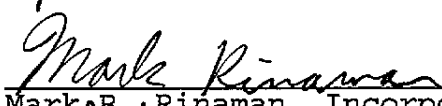
These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to


these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 20th day of May, 1999.


James R. Draper, Incorporator

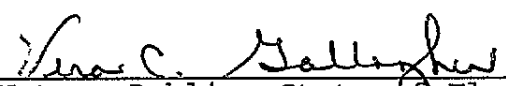

Bryan J. Mickler, Incorporator


Mark R. Rinaman, Incorporator


Steve Williams, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of May, 1999, by James R. Draper, as one of the Incorporators of Pedestrian Properties, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Florida Driver License as identification.


Notary Public, State of Florida
Printed Vera C. Gallagher

My Commission expires: 6/14/02
My Commission No.: CC717007



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of May, 1999, Bryan J. Mickler, as one of the Incorporators of Pedestrian Properties, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced N/A as identification.



Vera C. Gallagher
MY COMMISSION # CC717007 EXPIRES
June 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Vera C. Gallagher
Notary Public, State of Florida
Printed Vera C. Gallagher

My Commission expires: 6/14/02
My Commission No.: CC717007

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of May, 1999, by Mark R. Rinaman, as one of the Incorporators of Pedestrian Properties, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Florida Driver License as identification.



Vera C. Gallagher
MY COMMISSION # CC717007 EXPIRES
June 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Vera C. Gallagher
Notary Public, State of Florida
Printed Vera C. Gallagher

My Commission expires: 6/14/02
My Commission No.: CC717007

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of May, 1999, by Steve Williams, as one of the Incorporators of Pedestrian Properties, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Florida Driver License as identification.



Vera C. Gallagher
MY COMMISSION # CC717007 EXPIRES
June 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Vera C. Gallagher
Notary Public, State of Florida
Printed Vera C. Gallagher

My Commission expires: 6/14/02
My Commission No.: CC717007

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
PEDESTRIAN PROPERTIES, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Pedestrian Properties, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 210 Riverside Avenue, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 20th day of May, 1999.


Bryan J. Mickler
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA