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June 16, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Ivanhoe Properties, Inc.

Gentlemen:

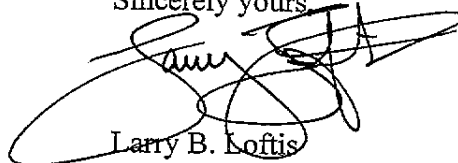
In order to incorporate the above-referenced corporation, we have enclosed the following documents:

1. One manually executed original and one copy of said corporation's Articles of Incorporation; and
2. A check in the total amount of \$70.00 representing the following:
 - a) \$35.00 filing fee;
 - b) \$35.00 fee for registered agent.

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-06/18/99-01060-002
*****70.00 *****70.00

Please return a stamped copy of the Articles of Incorporation to the undersigned in the enclosed postage-paid, self-addressed envelope. Your prompt attention to this matter is greatly appreciated.

Sincerely yours


Larry B. Loftis

LBL/dgh
Enclosures

FILED
1999 JUN 18 AM 9:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

R. Purinton JUN 21 1999

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1999 JUN 18 AM 9:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
IVANHOE PROPERTIES, INC.**

THE UNDERSIGNED, acting as sole incorporator of IVANHOE PROPERTIES, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is IVANHOE PROPERTIES, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is ten thousand (10,000), consisting of a single class of common stock, one cent (\$0.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the principal office of the corporation is 7625 San Remo Place, Florida, 32835. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 7625 San Remo Place, Orlando, Florida, 32835.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 315 E. Robinson St., Suite 600, Orlando, Florida, 32801 and the initial Registered Agent at such address is Larry B. Loftis, Esq.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

A. The corporation shall have one director initially.

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to the Bylaws, but shall never be less than one (1).

C. The name and address of the initial director is set forth below:

Larry B. Loftis
315 E. Robinson St., Suite 600
Orlando, FL 32801

ARTICLE VII INCORPORATOR

The name and address of the sole incorporator of the corporation is Larry B. Loftis, Esq., 315 E. Robinson St., Suite 600, Orlando, FL 32835.

ARTICLE VIII BYLAWS

The power to adopt, alter, or repeal bylaws shall be vested in the Board of Directors.

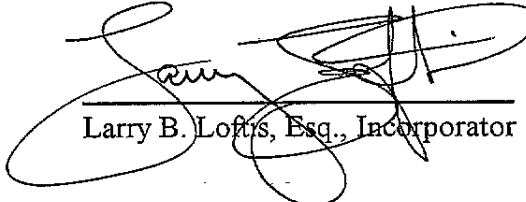
ARTICLE IX INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE X AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this ____ day of June, 1999.

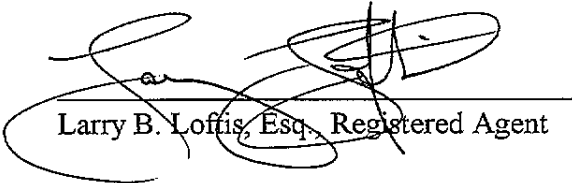


Larry B. Loftis, Esq., Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 16th day of June, 1999.



Larry B. Loffis, Esq., Registered Agent

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1999 JUN 18 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA