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Division of Corporations

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To:

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Fax Number : (850) 922-4001

From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 425-8377

FLORIDA PROFIT CORPORATION OR P.A.

REC AFFORDABLE DEVELOPMENT, INC.

Certificate of Status	1
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B. McKnight JUN 24 1999

ARTICLES OF INCORPORATION
OF
REC AFFORDABLE DEVELOPMENT, INC.

ARTICLE I - NAME

The name of this corporation is REC AFFORDABLE DEVELOPMENT, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and the mailing address of the corporation is 65 Lewis Boulevard, St. Augustine, Florida 32084.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

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Attorney Name: Randal M. Alligood, P.A.
Broad and Cassel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 839-4200
Florida Bar No.: # 459445

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the initial members of this corporation's initial Board of Directors is as follows:

Roy E. Campbell, Jr. 65 Lewis Boulevard
St. Augustine, FL 32084

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 23rd day of June, 1999.

B&C Corporate Services of Central Florida, Inc.

By: _____

Randal M. Alligood
Vice President

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is REC AFFORDABLE DEVELOPMENT, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA,
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

REC AFFORDABLE DEVELOPMENT, INC.

By: **B&C Corporate Services of Central Florida, Inc.**

By: 
Randal M. Alligood
Vice President

Title: Incorporator

Dated this 23rd day of June, 1999.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of Central Florida, Inc.

By: 
Randal M. Alligood
Vice President

Dated this 23rd day of June, 1999.

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