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

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SECRETARY OF STATE
TALLAHASSEE, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE: NAME OF CORPORATION

The name of the corporation shall be:

SHEOAH II MANAGEMENT, INC.

The principal place of business of this corporation shall be:

411-33 Sheoah Blvd.
Winter Springs, FL 32708

ARTICLE TWO: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation. More Specifically, this corporation may:

- a) Engage in the practice of management of condo, not to exceed 22 units; and
- b) Engage in other related activities permitted by the laws of the State of Florida in furtherance of the above-stated corporate activities.

ARTICLE THREE: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 500. There shall be only one class of stock which shall be common stock at a par value of \$1.00 per share.

ARTICLE FIVE: OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence are:

Gary W. Butcher
411-33 Sheoah Blvd.
Winter Springs, FL 32708
(407) 327-2455

Sharon Thompson
411-35 Sheoah Blvd.
Winter Springs, FL 32708
(407) 327-4591

There shall never be less than one (1) director.

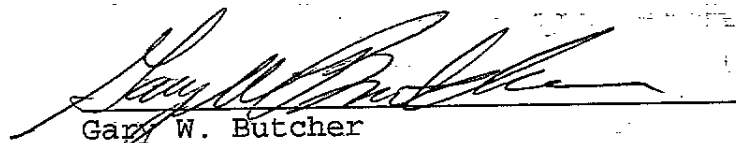
ARTICLE SIX: INCORPORATORS

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

Gary W. Butcher
411-33 Sheoah Blvd.
Winter Springs, FL 32708

Sharon Thompson
411-35 Sheoah Blvd.
Winter Springs, FL 32708

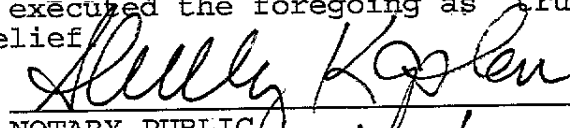
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of August, 1999.


Gary W. Butcher

STATE OF FLORIDA
COUNTY OF

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Gary W. Butcher, who is personally known to me and who did take an oath and who has executed the foregoing as true and accurate to the best of his belief.

8-24-99
DATE


NOTARY PUBLIC

Shelly Kaplan
PRINTED NAME



SHELLY KAPLAN
MY COMMISSION # CC 5855005 EXPIRES
September 16, 2000
BONDED BY SERVICES INS.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SEVEN: CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

- a) The name of the corporation is: Sheoah II Management, Inc.
- b) The name and address of the registered agent and office is: NEVA M. KELAHER, ESQUIRE, 1177 Louisiana Avenue, Suite 100, Winter Park, Florida 32789.

DATE

8/24/98

Director and President

Having been named to accept service of process for the above-stated corporation, Sheoah II Management, Inc., at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325, Florida Statutes.

DATE

8-23-99

NEVA M. KELAHER, ESQUIRE

Neva M. Kelaher, Esquire
1177 Louisiana Avenue, Suite 100
Winter Park, FL 32789
Tel: (407) 740-0046
Fax: (407) 740-7646