



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 413552 4374928

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 70.00

ORDER DATE : October 14, 1999

ORDER TIME : 1:43 PM

ORDER NO. : 413552-005

CUSTOMER NO: 4374928

EFFECTIVE DATE

10-11-99

CUSTOMER: Stephen Bennett, Esq
KASS, KHULER, SOLOMON,
KASS, KHULER, SOLOMON,
1505 North Florida Avenue

000003015130--2

Tampa, FL 33602

DOMESTIC FILING

NAME: THE STRATTON GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PH 10/15/99

ARTICLES OF INCORPORATION OF

The Stratton Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation is: The Stratton Group, Inc.

EFFECTIVE DATE

10-11-99

ARTICLE TWO - DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PRINCIPAL OFFICE

The principal office of this corporation is: 16531 Oley Ridge Ct., Tampa, Florida 33624.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is: Michael E. Gomez, 16531 Oley Ridge Ct., Tampa, Florida 33624.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Michael E. Gomez, 16531 Oley Ridge Ct., Tampa, Florida 33624.

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Michael E. Gomez, 16531 Oley Ridge Ct., Tampa, Florida 33624.

ARTICLE NINE - AMENDMENT

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

ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

ARTICLE TWELVE - PREEMPTIVE RIGHTS

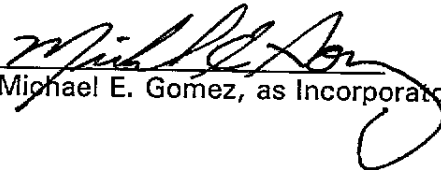
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE THIRTEEN - CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned

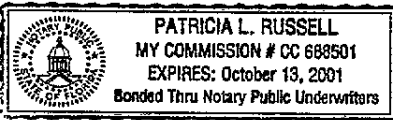
by such stockholder, or to distribute them on the same principal among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the item fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

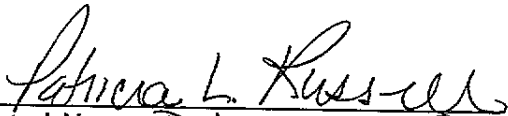
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 11th day of October, 1999.


Michael E. Gomez, as Incorporator

STATE OF FLORIDA
COUNTY OF Pinellas

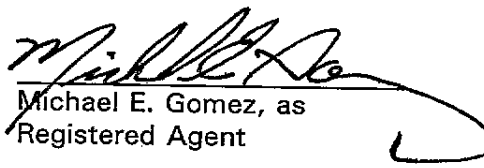
The foregoing instrument was acknowledged before me this 11th day of October, 1999, by Michael E. Gomez, who is personally known to me or who has produced FDL# 650-545-61-442-0 as identification.




Printed Name: Patricia L. Russell
Notary Public
My Commission Expires: Oct 13th, 2001

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, Florida Statutes.


Michael E. Gomez, as
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA