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HOLLAND & KNIGHT LLP ST PETE

TEL:727 822 8048

P.001/004

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

WINDERMERE, INC.

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**ARTICLES OF INCORPORATION
OF WINDERMERE, INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the provisions of Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: WINDERMERE, INC.

ARTICLE II - DURATION

The duration of the Corporation is perpetual. Corporate existence is to commence on the filing of the Articles of Incorporation.

ARTICLE III - PURPOSES

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE OR MAILING ADDRESS

The address of the initial principal office and the mailing address of this Corporation is 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701.

This instrument prepared by:
Stephen C. Chumbris, Esq.
Holland & Knight LLP
200 Central Avenue, Suite 1600
St. Petersburg, FL 33701
Florida Bar No. 217808
Phone: (727) 824-6132
Fax (727) 822-8048

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ARTICLE V - SHARES

The number of shares this Corporation is authorized to issue shall be 1,000 shares with a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at that office are Stephen C. Chumbris, 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation are Stephen C. Chumbris, 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701.

ARTICLE VIII - BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by a Board of Directors consisting of not less than 1 member, as established by the By-Laws.

IN WITNESS WHEREOF, for the purpose of forming a Corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 1st day of March, 2000.


Stephen C. Chumbris

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ACCEPTANCE OF REGISTERED AGENT

Having been appointed as the initial registered agent for WINDERMERE, INC., as stated in the foregoing Articles of Incorporation, Stephen C. Chumbris, hereby accepts such appointment as registered agent. Such registered agent is familiar with and accepts the obligations of the position as registered agent.

~~Stephen C. Chumbris~~

Date: March 1, 2000.

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