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ACCOUNT NO. : 072100000032

REFERENCE : 484249 10250A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 4, 1997

ORDER TIME : 9:51 AM

ORDER NO. : 484249-005

CUSTOMER NO: 10250A

CUSTOMER: James D. Vogel, Esq
VOGEL DAVIS & VOGEL

Suite B, midwest Title Building
3936 Tamiami Trail North
Naples, FL 33940

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FILED
97 AUG -4 PM 1:12
TALLAHASSEE, FLORIDA
STATE
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: PINECREST DEVELOPERS OF NAPLES
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

RECEIVED
97 AUG -4 PM 12:07
TALLAHASSEE, FLORIDA
STATE
DIVISION OF CORPORATIONS

SN AUG - 4 1997

29

ARTICLES OF INCORPORATION

OF

PINECREST DEVELOPERS OF NAPLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is PINECREST DEVELOPERS OF NAPLES, INC., whose principal office and mailing address is 109 Fairchild Street North, Naples, FL 34104.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar \$(1.00), amounting to the aggregate of One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is Suite B, 3936 Tamiami Trail North, Naples, FL 34103, and the name of its initial registered agent at such address is James D. Vogel.

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

William Tracy
109 Fairchild Street North
Naples, FL 34104

Joel Vogel
2206 Trade Center Way
Naples, FL 34109

James D. Vogel
Suite B, 3936 Tamiami Trail North
Naples, FL 34103

ARTICLE VI

The name and address of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

President: William Tracy
109 Fairchild Street North
Naples, FL 34104

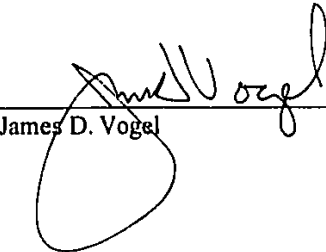
Vice President: Joel Vogel
2206 Trade Center Way
Naples, FL 34109

Secretary/
Treasurer: James D. Vogel
Suite B, 3936 Tamiami Trail North
Naples, FL 34103

ARTICLE VII

The name and address of the sole incorporator is James D. Vogel.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 1st day of August, 1997.



James D. Vogel

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 1st day of August, 1997, by James D. Vogel, as sole incorporator of PINECREST DEVELOPERS OF NAPLES, INC. He is personally known to me.

[Signature]
Notary Public - Signature
Timothy D. Toole
Notary Public - Print Name
Commission No. _____

My Commission Expires:

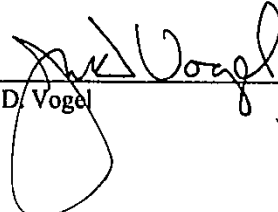
(Seal)



Timothy D. Toole
MY COMMISSION # 00603383 EXPIRES
July 18, 2000
BONDED THRU TROY FAH INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

James D. Vogel, having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.



James D. Vogel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA