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REFERENCE : 731425 9725B
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : March 6, 1998
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ORDER NO. : 731425-005
CUSTOMER NO: 9725B

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CUSTOMER: Mark Price, Esq
ROETZEL & ANDRESS

Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

FILE
1ST

DOMESTIC FILING

NAME: PEBBLEBROOKE DEVELOPMENT, 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: Brenda Phillips

EXAMINER'S INITIALS:

[Handwritten initials]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 PM 3:16

DIVISION OF CORPORATION

98 MAR -9 PM 2:33

RECEIVED

ARTICLES OF INCORPORATION
OF
PEBBLEBROOKE DEVELOPMENT, INC.,
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 PM 3:16

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Pebblebrooke Development, Inc.

ARTICLE II

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the Corporation is 2400 Tamiami Trail North, Suite 101, Naples, Florida 34103 and the name of its initial Registered Agent at such address is George Vukobratovich. The principal office of the corporation is located at 2400 Tamiami Trail North, Suite 101, Naples, Florida 34103.

ARTICLE VI

The Corporation shall have at least One (1) Director. The initial Board of Directors of the Corporation shall be comprised of Two (2) Directors whose names and addresses are:

Dennis Doyle - 8200 Normandale Blvd., Suite 200, Minneapolis, MN 55437-1060; and
George Vukobratovich - 2400 Tamiami Trail North, Suite 101, Naples, Florida 34103.

ARTICLE VII

The name and address of the incorporator is:

George Vukobratovich - 2400 Tamiami Trail North, Suite 101, Naples, Florida 34103.

ARTICLE VIII

These Articles of Incorporation may be amended by the assent of two-thirds percent (66 + 2/3%) of the shareholders of the Corporation.

ARTICLE IX

The powers of the Corporation shall be as follows:

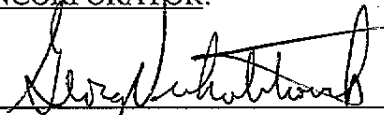
1. To engage in any activity or business authorized under the Florida General Corporation Act or Florida Statutes including, but not limited to, real property development.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
5. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.
6. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this Corporation.

ARTICLE X

The Corporation may be dissolved with the assent of not less than two-thirds (2/3) of the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 4th day of March, 1998.


INCORPORATOR:



George Vukobratovich

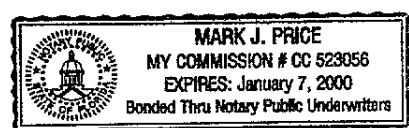
STATE OF FLORIDA)
)SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 4th day of March, 1998, by George Vukobratovich, who () is personally known to me, or who () has produced _____ as identification.



NOTARY PUBLIC
Name: _____
(Type or Print)
My Commission Expires: _____

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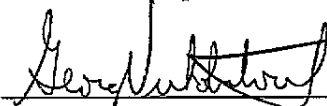


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

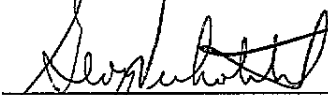
That Pebblebrooke Development, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named George Vukobratovich as its agent to accept service of process within Florida.

PEBBLEBROOKE DEVELOPMENT,
INC., a Florida corporation

By: 
George Vukobratovich, President

Date: March 4th 1998

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


George Vukobratovich

Date: March 4th 1998