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February 16, 2000

Jerome E. Wollinka, Esq.

(1936 - 1992)

Pinellas County Office:

180 Alternate 19 N.
Palm Harbor, FL 34683

Phone: (727) 781-5444

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Re: Anclothe Industrial Park Property Owners Association, Inc.

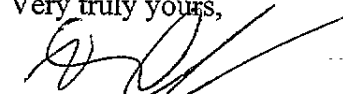
Gentlemen:

Enclosed please find duplicate Articles of Incorporation for the corporation as referenced. Please file said Articles and return a certified copy to this office. Enclosed is a check payable to the Secretary of State for the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Resident Agent's Fee	\$ 35.00
Total Check:	\$ 78.75

If you have any questions or additional requirements, please contact the undersigned. Thank you for your cooperation in this matter.

Very truly yours,



David J. Wollinka

DJW:bc
Enclosures

FEB 24 2000

ARTICLES OF INCORPORATION

OF

ANCLOTE INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION, INC.

I, the undersigned, acting as incorporator of a not-for-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter called the ASSOCIATION) is
ANCLOTE INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

The principal place of business and initial registered office of the ASSOCIATION is 3302 Alternate 19 North, Palm Harbor, Florida 34683. The registered agent of the ASSOCIATION is PAUL J. WIKLE.

ARTICLE III

The specific primary purposes for which the ASSOCIATION is formed are to provide for the maintenance, repair and improvement of the right-of-way landscape areas, drainage and sewer pipes contained within or as may be necessary to maintain access to the lots of a certain portion of a subdivision to be known as follows:

ANCLOTE INDUSTRIAL PARK, a subdivision in
Pinellas County, Florida

and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the ASSOCIATION for such purpose.

In furtherance of such purposes, the ASSOCIATION shall have power to:

(a) Perform all of the duties and obligations of the ASSOCIATION as set forth in a certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the DECLARATION) applicable to the subdivision to be recorded in the Public Records of Pinellas County, Florida.

(b) Affix, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the ASSOCIATION, including all licenses, taxes, or governmental charges levied on or imposed against the property of the ASSOCIATION;

(c) Acquire by gift, purchase, or otherwise, own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the ASSOCIATION;

(d) Borrow money and, subject to the consent by vote or written instrument of three-fourths of the members entitled to vote mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the common areas or easements to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional commercial property or common

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areas, provided that any merger, consolidation, or annexation shall have the assent by vote or written instrument of two-thirds (2/3) of any class of members then entitled to vote.

(g) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The ASSOCIATION is organized and shall be operated exclusively for the purpose set forth above. The activities of the ASSOCIATION will be financed by assessments against members and Lots as provided in the Declaration, and no part of any net earnings of the ASSOCIATION will inure to the benefit of any member.

ARTICLE IV

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, as defined in the Declaration, which is subject by covenants of record to assessments by the ASSOCIATION, including contract buyers, but excluding person or entities holding title merely as security for performance of an obligation, shall be a member of the ASSOCIATION. Record owners is defined as the owner of record according to the Public Records of Pinellas County for those owners holding title under recorded instruments or the owner as last shown on the records of the ASSOCIATION for those owners holding title under unrecorded instruments.

ARTICLE V

The period of duration of the ASSOCIATION shall be perpetual.

ARTICLE VI

The name and residence address of the Incorporator is:

PAUL J. WIKLE
3302 Alternate 19 North
Palm Harbor, Florida 34683

ARTICLE VII

The affairs of the ASSOCIATION shall be managed by a board of directors, a president, a secretary and a treasurer who shall at all times be members of the board of directors. Such officers shall be elected at the first meeting of the board of directors following each annual meeting of the members.

The names of the officers who are to serve under the first election are:

PAUL J. WIKLE, President/Secretary

ARTICLE VIII

The number of persons constituting the first board of directors of the ASSOCIATION shall be three (3), and the names and addresses of the persons who shall serve as directors until first election are:

PAUL J. WIKLE	3302 Alternate 19 North Palm Harbor, FL 34683
RAYMOND M. VARNER	P.O. Box 643 Tarpon Springs, FL 34688
MELODY S. WILLIAMS	3302 Alternate 19 North Palm Harbor, FL 34683

Provisions relating to election or appointment of Directors subsequent to the initial appointment shall be governed by the By-Laws of the corporation.

ARTICLE IX

The by-law of the ASSOCIATION may be made, altered, or rescinded at any annual meeting of the ASSOCIATION, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of any class of members existing and then entitled to vote and present at such meeting.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by any member of the ASSOCIATION. Those articles may be amended at any annual meeting of the ASSOCIATION, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of any class of members existing and then entitled to vote at the time of, and present at such meeting.

ARTICLE XI

The ASSOCIATION shall have one class of members. Each lot will be entitled to one of those in the ASSOCIATION. In a case of ownership of a Lot by more than one person or entity, the vote for said Lot must be cast as a whole and not split into fractional amounts.

ARTICLE XII

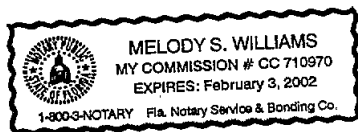
On dissolution, the assets of the ASSOCIATION shall be distributed to an appropriate public agency to be used for purposes similar to those for which the ASSOCIATION was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

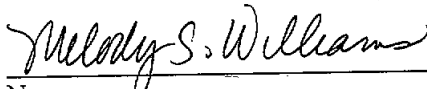
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and acknowledged these Articles of Incorporation and direct that they be delivered to the Department of State for the State of Florida, this 9th day of February, 2000.


PAUL J. WIKLE, INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day of February, 2000, by PAUL J. WIKLE, who is personally known to me/or who has produced () a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; () a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; () a U.S. Military I.D.; () a Canadian or Mexican Driver's License issued by an official agency; () for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did/did not) take an oath.




Name
Notary Public-State of Florida
Commission #

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 48.091, Florida Statutes, the following is submitted:

ANCLOTE INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION, INC.,
desiring to organize or qualify under the laws of the State of Florida, with its principal
place of business at the City of Palm Harbor, State of Florida, has named PAUL J.
WIKLE, located at Palm Harbor, Florida 34683 as its agent to accept service of process
within Florida.

SIGNATURE: Paul Wikle
TITLE: Incorporator
DATE: 2/9/00

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby accept 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.

Paul Wikle
PAUL J. WIKLE
2/9/2000
Date

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TALLAHASSEE, FLORIDA