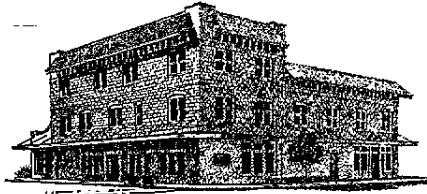


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

LARRY R. CHULOCK
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G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELON KIRKLAND



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400
Fax: (941) 746-9229

July 16, 1998

Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: Bradenton Pointer, Inc.
Bradenton Retriever, Inc.

Ladies or Gentlemen:

Enclosed in duplicate are the Articles of Incorporation for the above captioned corporations together with the certificate designating the Registered Agents. We also enclose our checks in the amount of \$122.50 each to cover the following:

1. \$35.00 - Filing Fee
2. \$52.50 - Certified Copy of Articles
3. \$35.00 - Filing Registered Agent Certificate

Subsequent to filing of the enclosed Articles of Incorporation, please forward the certified copies to me at the above letterhead address. Thank you for your cooperation in this matter.

Very truly yours,

HARRISON, HENDRICKSON,
DOUGLASS & KIRKLAND, P.A.

G. Joseph Harrison

GJH:gb
Enclosures

FILED
20 JUL 20 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CPB
7-21-98

ARTICLES OF INCORPORATION
OF
BRADENTON POINTER, INC.

FILED
98 JUL 20 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be BRADENTON POINTER, INC. The principal office and the mailing address of the Corporation shall be 351 - 6th Avenue West, Bradenton, Florida 34205.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of providing affordable housing, or for any lawful activity or business for which not for profit corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of three (3) Directors, whose names and addresses are as follows:

NAME	ADDRESS
MICHAEL J. DOYLE	351 - 6th Avenue West Bradenton, Florida 34205
JOHN S. NEWSOME	351 - 6th Avenue West Bradenton, Florida 34205
LOUIS E. EDMONDSON	351 - 6th Avenue West Bradenton, Florida 34205

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than three (3).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE V - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of

Directors or the Members of the Corporation in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Members may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Members may provide that it shall be altered, amended, or repealed only by the Members.

ARTICLE VI - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 1206 Manatee Avenue West, Bradenton, Florida 34205.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be G. JOSEPH HARRISON.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
G. JOSEPH HARRISON	1206 Manatee Avenue West Bradenton, Florida 34205

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 16 day of July, 1998.


G. JOSEPH HARRISON

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared G. JOSEPH HARRISON, to me known to be the person described in and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same. I relied upon the following form of identification of the above named person:

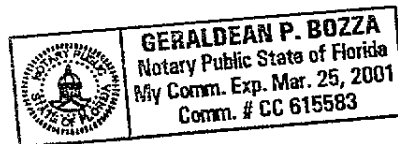
✓ who is personally known to me,
 who produced _____ as
 identification.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of July, 1998.

Gerald P. Bozza
Signature


Printed Name
Notary Public-State of Florida
Commission No. _____

My Commission Expires:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for
BRADENTON POINTER, INC., as stated in these Articles of
Incorporation.


G. JOSEPH HARRISON

FILED
98 JUL 20 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA