

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

ATTORNEYS AT LAW
~ Founded 1925 ~

WILLIAM T. HARRISON, JR.
GEORGE A. DIETZ
WILLIAM E. GETZEN
MONTE K. MARSHALL
JAMES L. RITCHEY
HUGH MCPHEETERS, JR.
WILLIAM G. LAMBRECHT
JOHN T. BERTEAU
JOHN V. CANNON, III
CHARLES D. BAILEY, JR.
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MICHELE B. GRIMES
JAMES L. TURNER
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FRANK STRELEC
TERRI SALT COSTA
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MARK A. SCHWARTZ
RIC GREGORIA
M. LEWIS HALL, III
JEFFREY A. GREBE
JOHN L. MOORE
LINDA R. GETZEN
MORGAN R. BENTLEY
ELVIN W. PHILLIPS
FRAZER F. HILDER

R. DAVID BUSTARD
JOAN BRADBURY KAYSER
SUSAN BARRETT HECKER
CAROL ANN KALISH
KIMBERLY PAGE WALKER
J. HUGH MIDDLEBROOKS
R. SCOTT COLLINS
PATRICK W. RYSKAMP
PETER T. CURRIN
E. JOHN WAGNER, II

J.J. WILLIAMS, JR. (1886-1968)
W. DAVIS PARKER (1920-1982)

200 South Orange Avenue, Sarasota, Florida 34236
Post Office Box 3258, Sarasota, Florida 34230-3258

Telephone (941) 366-4800
www.williamsparker.com

Writer's Facsimile

FILED
00 FEB -3 PM 6:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P00000013783
February 1, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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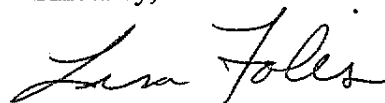
Re: **BLUE HERON POND, INC.**
CROSS-U-TRAIL, INC.

Dear Sir/Madame:

Enclosed please find duplicate originals of the Articles of Incorporation of Blue Heron Pond, Inc., and the Articles of Incorporation of Cross-U-Trail, Inc. Please file these articles as quickly as possible. Then, using our originals, please provide certified copies for both filings and return them to our office via regular US mail. We also enclose two of our checks each made payable to Department of State in the amount of \$78.75 to cover the fees for these transactions.

Should any problems arise in connection with these filings, please contact the undersigned immediately. Thank you very much.

Sincerely,



Lisa Folis
Corporate Paralegal

LAF/encl.-383795

D. BROWN FEB - 8 2000

ARTICLES OF INCORPORATION

OF

CROSS - U - TRAIL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Cross-U-Trail, Inc.

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Corporation is:

436 Bayshore Drive
Venice, Florida 34285

3. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

J. Michael Hartenstine
200 South Orange Avenue
Sarasota, Florida 34236

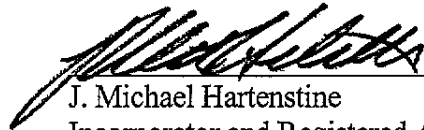
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

6. Incorporator. The name and address of the incorporator of the Corporation is:

J. Michael Hartenstine
200 South Orange Avenue
Sarasota, Florida 34236

7. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 1st day of February, 2000.



J. Michael Hartenstine
Incorporator and Registered Agent

LAF-383721

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA