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February 2, 2000
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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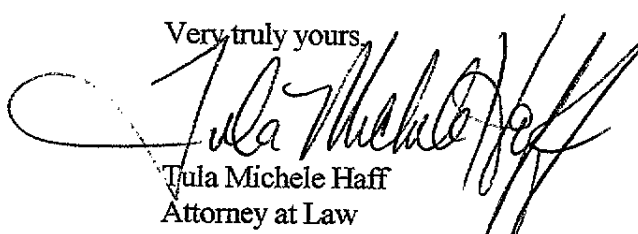
**RE: ARTICLES OF INCORPORATION OF
BANYAN HAINES CITY LAND CORP.
Our File No.: 11018**

Dear Secretary of State:

Attached you will find an original and one (1) copy of the Articles of Incorporation, and Designation of Registered Agent to be filed with your office. Also enclosed you will find our firm check in the amount of \$70.00 to cover the filing fee for these documents. Please file the Articles of Incorporation and return one stamped copy of the same to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenient return of the stamped copy of same.

If you have any questions, please feel free to contact my office.

Very truly yours,


Tula Michele Haff
Attorney at Law

Enclosures

xc: BANYAN HAINES CITY LAND CORP.



FILED
00 FEB 28 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BANYAN HAINES CITY LAND CORP.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

This name of this Corporation is BANYAN HAINES CITY LAND CORP.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities of business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 8091 Canyon Lake Circle, Orlando, Florida 32835, initial registered agent of this corporation at such office shall be TED BLAKEMAN, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 8091 Canyon Lake Circle, Orlando, Florida 32835.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) and up to ten (10) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than (10).

The names and addresses of the directors constituting the initial Board of Directors are:

Name	Address
Joseph Esposito	2219 Palmview Circle Auburndale, Florida 33823
Ted R. Blakeman	8091 Canyon Lake Circle Orlando, Florida 32835

ARTICLE VIII - INCORPORATOR

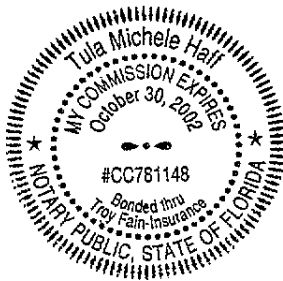
The name and street address of the person signing these Articles of Incorporation is:

Name	Address
Joseph Esposito	2219 Palmview Circle Auburndale, Florida 33823


JOSEPH ESPOSITO, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation of BANYAN HAINES CITY LAND CORP., were acknowledged before me this 22nd day of February, 2000, by JOSEPH ESPOSITO, as Incorporator, and who produced Personally known as identification.




Notary Public

Tula Michele Haft
Printed Name of Notary
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **BANYAN HAINES CITY LAND CORP.**, at the place designated in the Articles of Incorporation, 8091 Canyon Lake Circle, Orlando, Florida 32835, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 22nd day of February, 2000.


TED BLAKEMAN

FILED
00 FEB 28 PM 12:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA