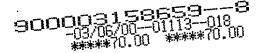
00000084967 MARY E. VAN WINKLE, P.A.

Attorneys at Law 3844 Bee Kidge Koad, Suite 202 Sarasota, Florida 34233

Tel: (941) 923-1683 Fax: (941) 923-01.74

February 29, 2000



Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32301

Re:

Harbor Landings, Inc.

Dear Sir or Madam:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$70.00 made payable to the Secretary of State to cover the filing fee. Please return a conformed copy of the Articles to our office in the enclosed envelope.

Should you have any questions or comments, please do not hesitate to contact our office.

Sincerely,

Dawn Duggan

Legal Secretary

/ded Enclosures

> 3/10 Kanu ok per Kim.

ARTICLES OF INCORPORATION OF HARBOR LANDINGS, INC.

ARTICLE I - NAME

The name of this Corporation is: HARBOR LANDINGS, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or 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 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 4712 White Tail Lane, Sarasota, Florida 34238 and the initial registered agent of this Corporation at such office shall be JOHN A. ROCCA 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 - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two 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 four (4). The names and addresses of the directors constituting the initial Board of Directors are:

JOHN A. ROCCA

4712 White Tail Lane Sarasota, FL 34238

NORMAN GRIEF

16 Harbor Hills Dr. Lloyd Harbor, NY 10541

ARTICLE VII - MAILING and CORPORATE ADDRESS

The principal address for the corporation is: 4712 White Tail Lane, Sarasota, FL 34238

The mailing address for the corporation is: 4712 White Tail Lane, Sarasota, FL 34238



ARTICLE VIII - INCORPORATOR

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

JOHN A. ROCCA

4712 White Tail Lane, Sarasota, FL 34238

JOHN A. ROCCA, Incorporator

State of Florida County of Sarasota

The foregoing instrument was acknowledged before me this 29th day of February, 2000 by JOHN A. ROCCA, who is personally known OR who produced a driver's license as identification.

My Commission Expires:

Notary Public - State of Florida

MARY E. VAN WINKLE

MY COMMISSION # CC 779579

EXPIRES: 12/22/2002

1-800-3-NOTARY Fla. Notary Services & Bonding Co.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HARBOR LANDINGS, INC., at the place designated in the Articles of Incorporation, JOHN A. ROCCA agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: February 29, 2000

OHN A.ROCCA