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March 9, 2000

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Corporate Records Bureau
Division of Corporations
Secretary of State
PO Box 6327
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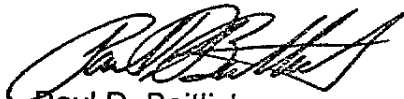
RE: Articles of Incorporation
APMAR PARTNERS OF FLORIDA, INC.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for APMAR Partners of Florida, Inc., along with a check in the amount of \$125.00. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.


Paul D. Beitlich

PDB/rl
enclosures
cc: Mr. Carl R. March

2555
W000-71653

FILED
00 APR 11 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-11
W00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 2000

ICARD, MERRILL, ET. AL.
2033 MAIN STREET
SUITE 101
SARASOTA, FL 34237-6091

SUBJECT: APMAR PARTNERS OF FLORIDA, INC.
Ref. Number: W00000007653

We have received your document for APMAR PARTNERS OF FLORIDA, INC..
However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears
in your document.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00015858

ARTICLES OF INCORPORATION

OF

APMAR PARTNERS OF FLORIDA, INC.

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

APMAR PARTNERS OF FLORIDA, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including real estate, development, leasing, financing, sales and marketing and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 348 W. Royal Flamingo Drive, Sarasota 34236, Florida 34236, and the name of the initial registered agent of this corporation is Carl R. March, whose address is 348 W. Royal Flamingo Drive, Sarasota, Fl 34236.

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TALLAHASSEE, FLORIDA

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Carl R. March, President, Treasurer, Director
348 W. Royal Flamingo Drive
Sarasota, Florida 34236

George Appel, Vice President, Secretary, Director
348 W. Royal Flamingo Drive
Sarasota, Florida 34236

VI.

INCORPORATOR

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

Carl R. March
348 W. Royal Flamingo Drive
Sarasota, Florida 34236

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is: 348 W. Royal Flamingo Drive, Sarasota, Florida 34236.

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of Feb., 2000.

Carl R. March (SEAL)
CARL R. MARCH

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this ____ day of 23rd February 2000, by Carl R. March, who is personally known to me or who has produced (personally known) as identification.



Stacie D. Velliquette
MY COMMISSION # CC795621 EXPIRE:
December 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Stacie D. Velliquette
Notary Public
Printed Name: Stacie D. Velliquette
Title or Rank: _____
Serial No. if any: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED. [REDACTED]

Pursuant to Section 607.034, Florida Statutes, APMAR PARTNERS OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, has named CARL R. MARCH, located at 348 W. Royal Flamingo Drive, Sarasota, Florida 34236, as its agent to accept service of process within this state.

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment in such capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Carl R. March
CARL R. MARCH
(Registered Agent)

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