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April 26, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

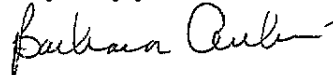
Re: Articles of Incorporation for San Carlos Land Corp.

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation for San Carlos Land Corp.
Also enclosed is check number 6188 in the amount of \$70.00 to cover the filing fee.

Please provide us with a file stamped copy of the Articles. Thank you for your help in this matter.

Very truly yours,



Barbara Aubin

Secretary to

Louis W. Cheffy

/bma
Enclosures

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FILED
00 APR 28 PM 1:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson MAY 01 2000

ARTICLES OF INCORPORATION

OF

**San Carlos Land Corp.,
a Florida corporation**

FILED
00 APR 28 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is San Carlos Land Corp., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 375 Cocohatchee Drive, Naples, Florida 34110, and the name of its initial Registered Agent at such address is Pam Vanas. The principal office of the Corporation is located at 375 Cocohatchee Drive, Naples, Florida 34110.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of three (3) Directors whose names and addresses are:

Chris Karakosta
166 Cocohatchee Blvd.
Naples, Florida 34110

Pam Vanas
375 Cocohatchee Drive
Naples, Florida 34110

Jim Vanas
375 Cocohatchee Drive
Naples, Florida 34110

ARTICLE V

The name and address of the incorporator is:

Pam Vanas
375 Cocohatchee Drive
Naples, Florida 34102

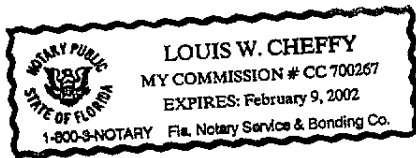
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 26th day of April, 2000.

INCORPORATOR:

Pam Vanas
Pam Vanas

STATE OF FLORIDA)
)SS.
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 26th day of April, 2000, by Pam Vanas, as Incorporator of San Carlos Land Corp., on behalf of said corporation. She is personally known to me.



[Signature]
NOTARY PUBLIC

Name: _____

(Type or Print)

My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That San Carlos Land Corp., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 375 Cocohatchee Drive, Naples, Florida 34110, has named Pam Vanas, at 375 Cocohatchee Drive, Naples, Florida 34110 as its agent to accept service of process within Florida.

San Carlos Land Corp., a Florida corporation

Date: April 26, 2000

By: [Signature]

Pam Vanas, Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: April 26, 2000

[Signature]
Pam Vanas