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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 851221 3487A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Project

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -3 PM 1:31

ORDER DATE : October 3, 2000

ORDER TIME : 12:20 PM

ORDER NO. : 851221-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne
Icard Merrill Cullis Timm
Furen & Ginsburg, Pa
Suite 600
2033 Main Street
Sarasota, FL 34237

700003412857--2

DOMESTIC FILING

NAME: SARASOTA BAY CONSTRUCTION &
DEVELOPMENT CO., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED
00 OCT -3 PM 12:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

f 10/4/00

ARTICLES OF INCORPORATION

OF

SARASOTA BAY CONSTRUCTION & DEVELOPMENT CO., INC.

FILED
SECRETARY OF STATE
STATE OF FLORIDA
00 OCT -3 PM 1:31

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation ("Corporation") is Sarasota Bay Construction & Development Co., Inc.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 8544 Vamo Road, Sarasota, FL 34231.

ARTICLE V - CAPITAL STOCK

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is one thousand (1,000) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Bruce P. Chapnick, Esq.

ARTICLE VII - DIRECTORS

The initial Board of Directors shall consist of three (3) Member(s). The name(s) and address(es) of the person(s) who will serve on the initial Board of Directors is/are:

<u>Name</u>	<u>Address</u>
Donald Greenbaum	8544 Vamo Road Sarasota, FL 34231
Scot R. Greenbaum	8544 Vamo Road Sarasota, FL 34231
Mark S. Greenbaum	8544 Vamo Road Sarasota, FL 34231

ARTICLE VIII - INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/are:

<u>Name</u>	<u>Address</u>
Bruce P. Chapnick, Esq.	2033 Main Street, Suite 600 Sarasota, FL 34237

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

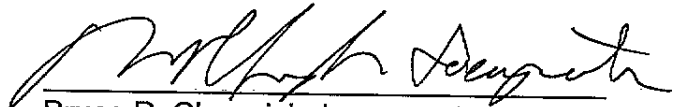
ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of October, 2000.


Bruce P. Chapnick, Incorporator

ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -3 PM 1:31

Having been named to accept service of process for Sarasota Bay Construction & Development Co., Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.


Bruce P. Chapnick, Registered Agent
Date: October 2, 2000

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