

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

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JENNIFER B. COMPTON
KENNETH D. DOERR

HARVEY J. ABEL
RICHARD W. COONEY

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MICHAEL S. TAAFFE****
DAVID S. WATSON
JOHN W. WEST III

NORMAN E. JACOBSON
JOHNSON S. SAVARY

ADDITIONAL JURISDICTIONS

DAVID S. BAND - DC & MD
RONALD L. COLLIER - PA & NJ
ANTHONY J. ABATE - IL
STEVEN J. CHASE - GA
MICHAEL S. TAAFFE - NJ & NY
DAVID S. WATSON - PA
SCOTT E. GORDON - OH
RICHARD W. COONEY - NY
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*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Board of Certification
****Board Certified Business Litigation Lawyer

Reply To: Venice

April 3, 2001

Please refer to our file number:

Writer's Direct Line:
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KSawdo@Abelband.com

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*******122.50 *****78.75**

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation - Brook to Bay Realty, Inc.

Dear Sir or Madam:

In connection with the above referenced matter we enclose the following items:

1. Original and one copy of the Articles of Incorporation.
2. Check in the sum of \$122.50.

We would appreciate your filing these Articles at your earliest convenience and returning a copy of the filed document to the above address. Should you have any questions or concerns, please do not hesitate to contact us.

Sincerely,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED

Kathleen A. Sawdo
Kathleen A. Sawdo, CLA
Legal Assistant to William R. Korp

KAS:SecySt.ltr
Enclosures

FILED
01 APR -5 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESLER APR 10 2000

ARTICLES OF INCORPORATION
OF
BROOK TO BAY REALTY, INC.

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 is:

BROOK TO BAY REALTY, 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 activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1891 Englewood Road, Englewood, Florida 34223.

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01 APR - 5 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 333 South Tamiami Trail, Suite 199, Venice, Florida 34285 and the registered agent at such office is WILLIAM R. KORP, ESQUIRE.

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

| | |
|----------------|--|
| VINCENT KARNIK | 1891 Englewood Road Englewood, FL 34223 |
| JACK GALE | 1891 Englewood Road Englewood, FL 34223 |
| JAMES LUERS | 1891 Englewood Road Englewood, FL 34223 |

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute 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 IX - INCORPORATORS

The name and street address of each incorporator to these Articles of Incorporation is:

| | |
|----------------|--|
| VINCENT KARNIK | 1891 Englewood Road Englewood, FL 34223 |
| JACK GALE | 1891 Englewood Road Englewood, FL 34223 |
| JAMES LUERS | 1891 Englewood Road Englewood, FL 34223 |

The undersigned has executed these Articles this 27 day of MAR, 2001.

Vincent Karnik
VINCENT KARNIK

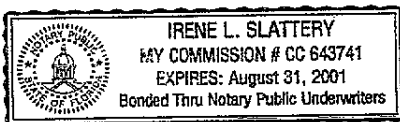
Jack Gale
JACK GALE

James Luers
JAMES LUERS

"INCORPORATORS"

STATE OF FLORIDA
COUNTY OF SARASOTA

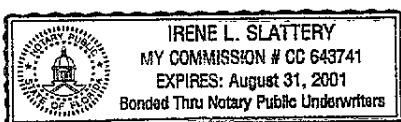
The foregoing instrument was acknowledged before me this 27th day of March, 2001, by VINCENT KARNIK (Notary choose one) [] who is personally known to me or [] who has produced OH DL# RJ742782 as identification.



Irene L. Slattery
Notary Public
Irene L. Slattery
Print Name of Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27th day of March, 2001, by JACK GALE (Notary choose one) [] who is personally known to me or [] who has produced Ontario DL# G0263-78552 as identification.

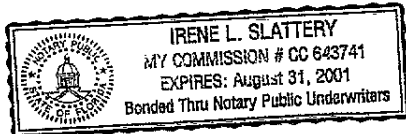


Irene L. Slattery
Notary Public
Irene L. Slattery
Print Name of Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27th day of March, 2001, by JAMES LUERS (Notary choose one) [] who is personally known to me or [] who has produced ~~James Luers~~ as identification.

FL DL# L620-455-31-121-0



Irene L. Slattery
Notary Public
Irene L. Slattery
Print Name of Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for BROOK TO BAY REALTY, INC. at the place designated in the Articles, I hereby accept the appoint as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

William R. Korp
WILLIAM R. KORP
Registered Agent

Date: 3/28/01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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