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To:

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Kim Dahlberg

04204-00157

FLORIDA PROFIT CORPORATION OR P.A.

Foley Estates Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

FILED
TALLAHASSEE, FLORIDA

04 MAY 12 AM 9:14

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FOLEY ESTATES HOLDINGS, INC**Articles of Incorporation**

These articles of incorporation of Foley Estates Holdings, Inc. (the "Corporation") are executed and filed this 12th day of May, 2004.

(1) The name of the corporation is Foley Estates Holdings, Inc.

(2) The street address of the initial principal office and the mailing address of the Corporation are:

Foley Estates Holdings, Inc.
Attn: William P. Foley II
601 Riverside Avenue, 12th Floor,
Jacksonville, FL, 32201

(3) The Corporation shall have one (1) class of shares, which shall have unlimited voting rights and which is entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue one thousand (1,000) shares of common stock, par value \$0.01 per share.

(4) No preemptive rights are to be granted to the shareholders of the Corporation.

(5) The street address of the Corporation's initial registered office is:

Foley Estates Holdings, Inc.
601 Riverside Avenue, 12th Floor,
Jacksonville, FL, 32201

The name of its initial registered agent at that office is Gregory S. Lane.

(6) The name and address of the sole incorporator of the Corporation is:

Gregory S. Lane
601 Riverside Avenue, 12th Floor,
Jacksonville, FL, 32201

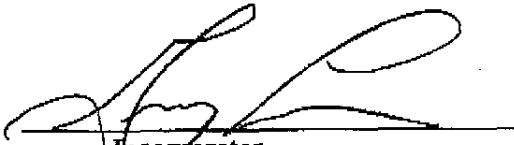
(7) The names and address of the individual who is to serve as the initial director of the Corporation is as follows:

William P. Foley, II
601 Riverside Avenue, 12th Floor,
Jacksonville, FL, 32201

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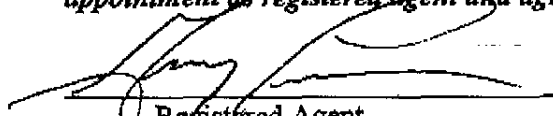
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Incorporator
Name: Gregory S. Lane

05-12-04

Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent
Name: Gregory S. Lane

05-12-04

Date

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ST. JAMES
TALLAHASSEE, FLORIDA