

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800 342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

JAN 11 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN _____
 Will Pick Up 1-11 200

RE: Oaks Preserve
Development, Inc

Capital Express _____
 All. _____
 Corp. Record Search _____
 Lit. _____
 Foreign _____
 () C. Copy _____
 Am. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Fictitious Name File _____
 Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____
 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____
 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs.

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
OAKS PRESERVE DEVELOPMENT, INC.

FILED
25 JAN 11 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together, for the purpose of becoming a corporation, operating for profit by and under the provisions of the Statutes of the State of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be: OAKS PRESERVE DEVELOPMENT, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be:

1. Development and sale of real property; to take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other obligations and the evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, secured

or unsecured, from time to time or for any of the other objects of this business, and generally transact business concerning the same.

3. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks and bonds in other corporations.

4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restriction as to place or amount.

5. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation, whether or not such business or acts are similar in nature to the purposes and objects set forth herein and any amendment hereof.

The foregoing paragraph shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation and this corporation shall enjoy all the

rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

ARTICLE III

The amount of capital stock authorized for this corporation shall be six hundred (600) shares of common stock with a par value of One Dollar (\$1.00) per share. All of the authorized stock of this corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation. The directors of this corporation, in any legal meeting, are authorized to issue and dispose of all or any part of the authorized stock of this corporation for such consideration aforesaid, at a valuation as the directors thereof deem equitable.

ARTICLE IV

The amount of capital with which this corporation will begin business is Two Hundred Dollars (\$200.00).

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE VI

The principal place of business of said corporation in the State of Florida is: 2033 Main Street, Suite 104, Sarasota, Florida 34237. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors of this corporation may be increased or decreased from time to time by the Bylaws of the corporation, but the number of directors shall never be less than one (1) nor more than three (3).

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors and the officers of this corporation who shall hold office for the first year of the existence of this corporation or until their successors are elected, and the respective offices which they will hold, are:

Name	Address	Office
PIERO RIVOLTA	215 ROBIN DRIVE SARASOTA, FL 34236	President/Director
JOSEPH P. VENABLE	2033 MAIN STREET, STE 104, SARASOTA, FL 34237	Vice President/ Director
DAWN THOMPSON	2107 49TH AVE W BRADENTON, FL 34207	Secretary/Treasurer/ Director

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation, and the statement of the number of shares of stock, and the value of the consideration therefor which each agrees to take is:

Name	Address	Shares	Value
JOSEPH P. VENABLE	1400 4TH AVE W BRADENTON, FL 34205	600	\$600.00

ARTICLE X

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any question or motion or action of the stockholders of this corporation shall be decided by a majority vote of the stock entitled to vote thereon. The Bylaws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors and the directors thereof shall be elected at the annual meeting of the stockholders of this

corporation. No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office or being a director or agent of this corporation. Vacancies in the officers and directors of this corporation shall be filled as proscribed in the Bylaws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating for profit under the laws of the State of Florida appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation subsequent to the initial offices may be increased, deleted or changed by the Bylaws of this corporation in keeping with the laws of the State of Florida appertaining thereto. Any action taken by the corporation may be ratified by a writing signed by all of the stockholders, thereby dispensing with the formalities of special and annual meetings of the stockholders and directors.

ARTICLE XI

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 104, Sarasota, Florida 34237 and the name of the initial registered agent of this corporation is JOSEPH P. VENABLE.

IN WITNESS WHEREOF, the undersigned, each a natural person competent to contract, being the original subscribers of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledge and file these Articles of Incorporation, hereby declaring that the matters herein stated are true and they do respectively agree to take the number of shares of stock for the

value of the consideration above set forth, and do accordingly set their hands and seals this 10th day of January, 1995.

Signed, Sealed and Delivered
In the Presence Of:

Lisa A. Sanford

As to the signature of the
Subscriber

JOSEPH P. VENABLE

SUBSCRIBER

STATE OF FLORIDA

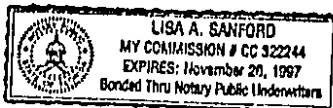
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOSEPH P. VENABLE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is well known to me and produced nothing as identification and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of January, 1995.

Lisa A. Sanford
Notary Public

My Commission Expires:



**CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of OAKS PRESERVE DEVELOPMENT, INC., a corporation duly organized and existing under the laws of the State of Florida is: 2033 Main Street, Suite 104, Sarasota, Florida 34237.

2. The Registered Office of this corporation is: 2033 Main Street, Suite 104, Sarasota, Florida 34237.

3. The Registered Agent of this corporation is:

Name	Address
JOSEPH P. VENABLE	1400 4th Avenue West Bradenton, FL 34205

4. The name and address and respective office of each member of the Board of Directors of this corporation are:

Name	Address	Office
PIERO RIVOLTA	215 Robin Drive Sarasota, FL 34236	President/Director
JOSEPH P. VENABLE	2033 Main Street, Suite 104, Sarasota, FL 34237	Vice President/ Director
DAWN THOMPSON	2107 49th Avenue West, Bradenton, FL 34207	Secretary/Treasurer/ Director

5. The name and address of each subscriber to these Articles of Incorporation are:

Name	Address
JOSEPH P. VENABLE	1400 4th Avenue West Bradenton, FL 34205

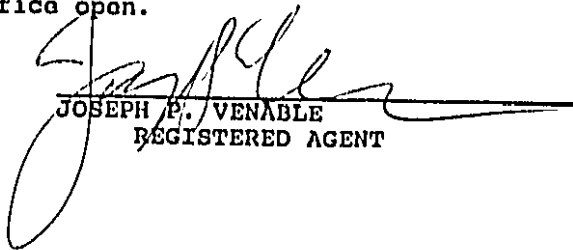
OAKS PRESERVE DEVELOPMENT, INC.

By: 

Corporate Officer

ACKNOWLEDGMENT AND ACCEPTANCE

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


JOSEPH P. VENABLE
REGISTERED AGENT

FILED
95 JUN 11 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA