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SIESKY & PILON
a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
JAMES H. SIESKY, P.A.
DOUGLAS A. WOOD

SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 33940

EFFECTIVE DATE

March 1, 1995

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

RE: THE HOLLAND GROUP, INC.

To Whom It May Concern:

Enclosed are the Articles of Incorporation for the above mentioned corporation along with a check in the amount of \$122.50 which I understand to be the filing fee for same.

Please file the enclosed with the State of Florida and return proof of filing to this office.

Very truly yours,

James H. Siesky
James H. Siesky

DAW/rcf
1004105\secy-st.ltr

FILED
STATE
DIVISION OF CORPORATIONS
95 MAR -6 AM 9:35

RAN 3-8

EFFECTIVE DATE
3-1-95

**ARTICLES OF INCORPORATION
OF**

THE HOLLAND GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR -6 AM 9:35

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is THE HOLLAND GROUP, INC.

ARTICLE II

Duration

The Corporation is to exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

Purpose

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V

Initial Registered Office and Registered Agent

The name and address of the initial registered agent and office of this corporation is as follows:

JAMES H. SIESKY
SIESKY & PILON
1000 North Tamiami Trail
Suite 201
Naples, FL 33940

The initial street address of the principal office of the corporation in the State of Florida will be: 11609 Night Heron Dr., Naples, Florida 33999.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors shall consist of one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the initial directors of this corporation are:

Frank M. Holland
11609 Night Heron Drive
Naples, Florida 33999

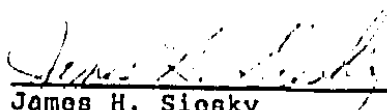
ARTICLE VII

Incorporators

The name and address of the person signing these Articles of Incorporation is:

James H. Siesky
SIESKY & PILON
1000 North Tamiami Trail
Suite 201
Naples, Florida 33940

IN WITNESS WHEREOF, I have subscribed my name this 1st day of March, 1995.

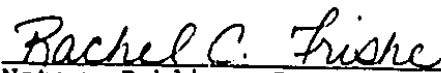

James H. Slesky

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgements, personally appeared James H. Slesky known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the county and state last aforesaid this 1st day of March, 1995.

RACHEL C. FRISHE
COMM. NO. 436683
EXPIRES JULY 8, 1995


Notary Public - State of Florida
RACHEL C. FRISHE
(Print Commissioned Name of Notary Public)
Did Did Not Take An Oath
Personally Known OR Produced Identification
Type of Identification Produced _____


DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is THE HOLLAND GROUP, INC.
2. The name of the registered agent is James H. Siesky.
3. The address of the registered agent/registered office is Siesky & Pilon, 1000 North Tamiami Trail, Suite 201, Naples, FL 33940

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment 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.



JAMES H. SIESKY
Registered Agent

Date: March 1 1995.