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* ALSO ADMITTED IN OHIO
* ALSO ADMITTED IN MAINE

KELLY, PRICE, PASSIDOMO, SIKET,

HEUERMAN & ROSS
CHARTERED

ATTORNEYS AT LAW

GREY OAKS BUILDING
IN POINCIANA PROFESSIONAL PARK

2640 GOLDEN GATE PARKWAY

SUITE 315

PO BOX 8117

NAPLES, FLORIDA 33941-8117

EFFECTIVE DATE
March 27, 1995

TELEPHONE
(813) 261-4454

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 MAR 28 AM 10:19
TELETYPE
(813) 261-4454

VIA FEDERAL EXPRESS
Airbill No. 3448848756

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-03/28/95--01098--007
****122.50 ****122.50


RE: St. Andrews Development Group, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation prepared for the initial filing of incorporation for the above-referred entity. Please file accordingly and return the copy, with time and date stamp, in the enclosed envelope. Also please provide a certified copy of the Articles of Incorporation. We have enclosed our check in the amount of \$122.50 for your filing and certifying fees.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,


J. Angelone
Legal Assistant

ja
Enclosures
pc: Client

FILED.01

EFFECTIVE DATE
3-27-95

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 28 AM 10:19

ST. ANDREWS DEVELOPMENT GROUP, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name and address of the corporation is **ST. ANDREWS DEVELOPMENT GROUP, INC., 6732 Lone Oak Boulevard, Naples, FL 33942.**

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of conducting real estate development, and transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **ten thousand (10,000)** shares of common stock, each having the par value of \$.50.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 6732 Lone Oak Boulevard, Naples, FL 33942. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have one (1) director initially.

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Dan Martin	6732 Lone Oak Boulevard Naples, FL 33942

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

Kathleen C. Passidomo	2640 Golden Gate Parkway, Suite 315 P.O. Box 8117 Naples, FL 33941-8117
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ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2640 Golden Gate Parkway, Suite 315, Naples, FL 33942, and the name of the initial registered agent of this corporation is Kathleen C. Passidomo.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

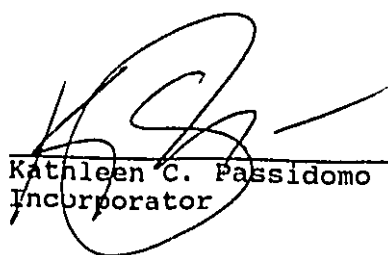
ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved 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, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 27th day of March,
1995.


Kathleen C. Passidomo
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF COLLIER)

I HEREBY CERTIFY that on this day personally appeared before
me, an officer duly authorized to administer oaths and take
acknowledgments, Kathleen C. Passidomo, to me well known to be the
person described in and who executed the foregoing instrument, and
she acknowledged before me the matters and things contained in the
above and foregoing are true and correct, and that an oath was not
taken.

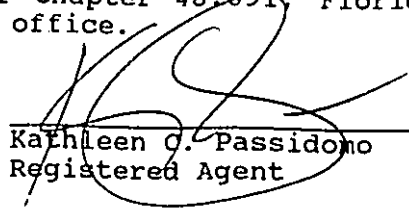
WITNESS my hand and official seal in the County and State last
aforesaid this 27 day of March, A.D., 1995.

NOTARY SEAL



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this
corporation, at the place designated in the certificate, I hereby
accept the appointment and agree to act in this capacity and to
comply with the provisions of Chapter 48.091, Florida Statutes,
relative to keeping open said office.


Kathleen C. Passidomo
Registered Agent

ArtsInc.01