

P95000039121
POWELL, GOLDSTEIN, FRAZER & MURPHY
ATTORNEYS AT LAW

Sixteenth Floor
101 Peachtree Street, N.E.
Atlanta, Georgia 30303
404 572-6000
Facsimile 404 572-6999

PLEASE REPLY TO Atlanta Address

Direct Dial No. (404) 572-6840

Sixth Floor
1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
202 347-0000
Facsimile 202 624-7222

April 6, 1995

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation Documents

Gentlemen:

Enclosed, please find one original and one copy of the Articles of Incorporation for Villa Capri Investments Limited, Inc. and the corresponding agent's acceptance.

Please file the original and stamp the copy "Filed" and return it to me at the following address:

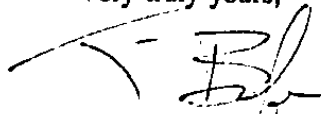
Thomas J. Biafore
191 Peachtree St. NE
16th Floor
Atlanta Georgia 30303.

700001450957
-04/07/95--01002--018
*****70.00 *****70.00

I have enclosed a \$70.00 check to cover the filing fee and the agents acknowledgement fee.

Please don't hesitate to call me at 404/572-4522 if you have any questions regarding these matters.

Very truly yours,


Thomas J. Biafore

For POWELL, GOLDSTEIN, FRAZER & MURPHY

TJB/lbj
22461285.W51

D. BROWN APR 13 1995

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
VILLA CAPRI INVESTMENTS LIMITED, INC.

FILED
95 APR -7 PM 12:03
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Fla. Stat. Section 607.0401 is:

VILLA CAPRI INVESTMENTS LIMITED, INC.

SECOND: The street and mailing address of the initial principal office is:

535 Central Avenue
Att: Kenneth Guckenberger
St. Petersburg FL
33701

THIRD: The number of shares the corporation is authorized to issue is:

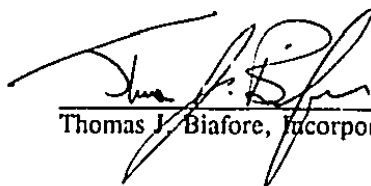
1000 shares of \$.01 par common stock

FOURTH: The street address of the initial registered office of the corporation is 535 Central Avenue, St. Petersburg, Florida 33701, and the name of its initial registered agent at such address is Kenneth Guckenberger.

FIFTH: The name and address of the incorporator is:

Thomas J. Biafore
191 Peachtree St, NE, 16th Fl.
Atlanta, GA
30303

The undersigned has executed these Articles of Incorporation this 5th day of April, 1995.



Thomas J. Biafore, Incorporator

Acceptance by the Registered Agent as required in Fla. Stat. Section 607.0501(3):

I, Kenneth Guckenberger, do hereby accept the appointment as registered agent of Villa
Capri Investments Limited, Inc. pursuant to Fla. Stat. Section 607.0501(3)

Dated: April 6, 1995


Kenneth Guckenberger

22461277.W51

FILED
95 APR -7 PM 12:03
CLERK OF COURT
JANUARY 1995