

1201 HAYS STREET
TALLAHASSEE, FL 32301
407-2039311 X

800-343-8086



networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 601426 6258A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : May 18, 1995

ORDER TIME : 1:12 PM

800001498689

ORDER NO. : 601426

CUSTOMER NO: 6258A

CUSTOMER: Mr. Shannon M. Roscini
BOND SCHOENECK & KING, P.A.

Suite 107
1167 Third Street South
Naples, FL 339407098

RECEIVED
95 MAY 18 PM 1:24
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: GLACIER CREEK DEVELOPMENT,
INC.

F. K. 2/2

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
95 MAY 18 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY 19 1995

ARTICLES OF INCORPORATION
OF
GLACIER CREEK DEVELOPMENT, INC.

FILED
95 MAY 18 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name

The name of the Corporation is

GLACIER CREEK DEVELOPMENT, INC.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address

The principal place of business of the Corporation is at 4730 N. W. Boca Raton Boulevard, Boca Raton, Florida, 33431-4876. The mailing address of the Corporation is 4730 N. W. Boca Raton Boulevard, Boca Raton, Florida, 33431-4876.

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is Bond, Schoonack and King, P.A., 1167 Third Street South, Suite 107, Naples, Florida, 33940. The name of the initial registered agent at that address is Dennis C. Brown, Esq.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is One Million (1,000,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01 per share.

Article 7. Capital

The amount of stated capital with which the Corporation shall begin business is Six Hundred and Thirty-Five Dollars (\$635).

Article 8. Initial Board of Directors

The initial board of directors shall consist of two members. The name and address of the initial directors of the Corporation are:

Warren V. Blasland, Jr.

4730 N. W. Boca Raton Blvd.
Boca Raton, FL 33431-4876

William H. Bouck

4730 N. W. Boca Raton Blvd.
Boca Raton, FL 33431-4876

Article 9. Incorporators

The name and address of the sole Incorporator is:

Dennis C. Brown

1167 Third Street South
Suite 107
Naples, Florida 33940

Article 10. Commencement of Existence

The Corporation's existence shall commence on upon the filing of these Articles of Incorporation with the Florida Secretary of State.

Article 11. Amendment

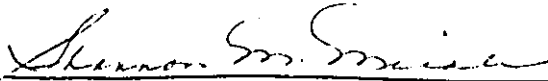
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles
of Incorporation on this 16th day of May, 1995.

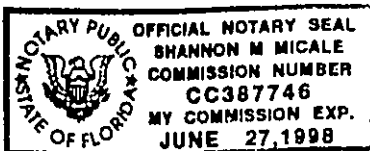

Dennis C. Brown

STATE OF FLORIDA :
COUNTY OF COLLIER : ss.:

The foregoing instrument was acknowledged before me this 16th
day of May, 1995, by Dennis C. Brown, who is personally known to
me or who has produced his identification.


Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered
Agent of GLACIER CREEK DEVELOPMENT, INC. which is contained in the
foregoing Articles of Incorporation. I am familiar with, and
accept, the obligations of such a position.

DATED this 16th day of May, 1995.


Dennis C. Brown, Esq.
Registered Agent



P95000039670

FLORIDA DEPARTMENT OF STATE

Sam B. McCham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

GLACIER CREEK DEVELOPMENT, INC., a New York corporation, not qualified
in Florida

INTO

GLACIER CREEK DEVELOPMENT, INC., a Florida corporation,
P95000039670

File date: June 7, 1995

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 78.75

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
222-0181 FAX

800-342-8086



P950000039670

ACCOUNT NO. : 072100000032

REFERENCE : 611395 6258A

AUTHORIZATION : Patricia Pizit

COST LIMIT : \$ 78.75

ORDER DATE : June 7, 1995

ORDER TIME : 10:31 AM

ORDER NO. : 611395

CUSTOMER NO: 6258A

500001507165

CUSTOMER: Ms. Shannon M. Roscini
Bond Schoeneck & King, P.a.
Suite 107
1167 Third Street South
Naples, FL 339407098

ARTICLES OF MERGER

GLACIER CREEK DEVELOPMENT, INC

INTO

GLACIER CREEK DEVELOPMENT, INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
XXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

6/7
J. Merg
CWS

95 JUN -7 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

of

GLACIER CREEK DEVELOPMENT, INC.
(a New York corporation)

WITH AND INTO

GLACIER CREEK DEVELOPMENT, INC.,
(a Florida corporation)

1971 JUN 7 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations, GLACIER CREEK DEVELOPMENT, INC., a New York corporation, and GLACIER CREEK DEVELOPMENT, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging GLACIER CREEK DEVELOPMENT, INC., a New York corporation, with and into GLACIER CREEK DEVELOPMENT, INC., a Florida corporation.:

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger, pursuant to Internal Revenue Code § 368(a)(1)(A) and (F), of GLACIER CREEK DEVELOPMENT, INC., a New York corporation, with and into GLACIER CREEK DEVELOPMENT, INC., a Florida corporation, is attached to these Articles as an exhibit and are incorporated herein by reference.

ADOPTION OF PLAN

2. As to GLACIER CREEK DEVELOPMENT, INC., a New York corporation:

A. There are 63,500 shares of voting, common stock, each with \$.01 par value of GLACIER CREEK DEVELOPMENT, INC., a New York corporation, issued and outstanding that were entitled to vote on the Plan of Merger. All 63,500 shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger. Said vote was by written consent in lieu of a special meeting of the Shareholders of GLACIER CREEK DEVELOPMENT, INC., a New York corporation, held on May 19, 1995; and

B. The Plan of Merger was unanimously approved by the Board of Directors of GLACIER CREEK DEVELOPMENT, INC., a New York corporation, by written consent in lieu of special meeting of the Board executed on May 19, 1995.

3. As to GLACIER CREEK DEVELOPMENT, INC., a Florida corporation:

A. There are 63,500 shares of voting, common stock, each with \$.01 par value of GLACIER CREEK DEVELOPMENT, INC., a Florida corporation, issued and outstanding that were entitled to vote on the Plan of Merger. All 63,500 shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger. Said vote was by written consent in lieu of a special

meeting of the Shareholders of GLACIER CREEK DEVELOPMENT, INC., a Florida corporation, held on May 19, 1995.

B. The Plan of Merger was unanimously approved by the Board of Directors of GLACIER CREEK DEVELOPMENT, INC., by written consent in lieu of special meeting of the Board executed on May 19, 1995.

EFFECTIVE DATE

4. The merger shall be effective on the filing of these Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles to be executed as of May 19, 1995.

GLACIER CREEK DEVELOPMENT, INC.,
A New York Corporation

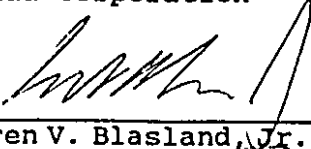
By:  _____

Warren V. Blasland, Jr., President

By:  _____

William H. Bouck, Secretary

GLACIER CREEK DEVELOPMENT, INC.,
A Florida Corporation

By:  _____
Warren V. Blasland, Jr., President

By:  _____
William H. Bouck, Secretary

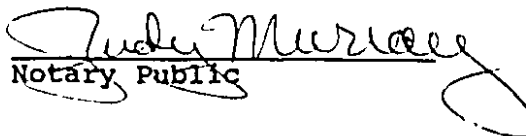
This instrument was prepared by:

BOND, SCHOENECK & KING, P.A.
Attorneys at Law
1167 Third Street South
Naples, Florida 33940

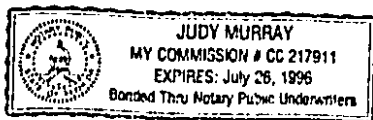
STATE OF FLORIDA :
: ss.
COUNTY OF PALM BEACH :

Before me personally appeared Warren V. Blasland, Jr., to me personally known and who executed the foregoing instrument as President of the above named corporations, and who acknowledged to and before me that he executed said instrument as such President and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, this 25th day of May, 1995.


Notary Public

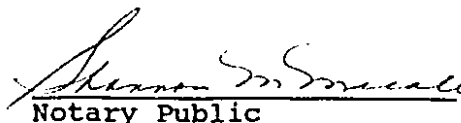
My Commission Expires:



STATE OF NEW YORK :
: ss.
COUNTY OF ONONDAGA :

Before me personally appeared William H. Bouck, to me personally known and who executed the foregoing instrument as Secretary of the above named corporations, and who acknowledged to and before me that he executed said instrument as such Secretary and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, this 26th day of May, 1995.


Notary Public

My Commission Expires:

Shannon M. Mink
Notary Public in the State of New York
Qualified in Onondaga Co. No. 499639
My Commission Expires July 27, 1997

PLAN OF MERGER

of

GLACIER CREEK DEVELOPMENT, INC.
(a New York corporation)

WITH AND INTO

GLACIER CREEK DEVELOPMENT, INC.
(a Florida corporation)

This Plan of Merger of GLACIER CREEK DEVELOPMENT, INC., a New York corporation, and GLACIER CREEK DEVELOPMENT, INC., a Florida corporation,, pursuant to Section 607.1101 of the Florida Statutes, Section 907 of the New York Business Corporation Law, and Section 368(a)(1)(A) and (F) of the Internal Revenue Code, is adopted as follows:

FIRST: The name of each constituent corporation is as follows:

- (i) GLACIER CREEK DEVELOPMENT, INC.,
a New York corporation; and
- (ii) GLACIER CREEK DEVELOPMENT, INC.,
a Florida corporation.

SECOND: As to each constituent corporation, the designation and number of authorized and outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Number Shares Authorized</u>	<u>Class and Par Value</u>	<u>Number Shares Outstanding</u>
GLACIER CREEK DEVELOPMENT, INC. a New York corporation	100,000	Voting, Common \$.01 Par value	63,500
GLACIER CREEK DEVELOPMENT, INC. a Florida corporation	1,000,000	Voting, Common \$.01 Par value	63,500

THIRD: Upon filing of the Certificate of Merger with the New York Department of State and the Articles of Merger with the Florida Department of State, all of the issued and outstanding shares of GLACIER CREEK DEVELOPMENT, INC., a New York corporation, shall be cancelled without consideration, and the shares of GLACIER CREEK DEVELOPMENT, INC., a Florida corporation,, the surviving corporation, shall be remain as initially issued. The ownership of the surviving corporation, shall be as follows:

<u>Shareholder</u>	<u>Number of Shares Owned</u>	<u>Equity Values</u>
Warren V. Blasland, Jr.	51,000	\$ 510
William H. Bouck	<u>12,500</u>	<u>125</u>
	63,500	\$ 635


FOURTH: The effective date of the merger shall be the date this Certificate is filed with the Florida and New York Secretaries of State.

The foregoing Plan of Merger was duly adopted by the Shareholders and the Board of Directors of GLACIER CREEK DEVELOPMENT, INC., a New York corporation, by unanimous written consent in lieu of a Special Meeting on May 19, 1995, and by the Shareholders and the Board of Directors of GLACIER CREEK DEVELOPMENT, INC., a Florida corporation, by unanimous written consent in lieu of a Special Meeting on May 19, 1995.

IN WITNESS WHEREOF, this Plan of Merger was executed on May
19, 1995.

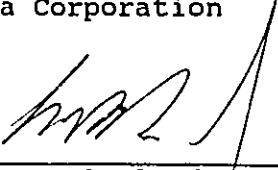
GLACIER CREEK DEVELOPMENT, INC.
A New York Corporation

By: 
Warren V. Blasland, Jr., President

By: 
William H. Bouck, Secretary

[Corporate Seal]

GLACIER CREEK DEVELOPMENT, INC.
A Florida Corporation

By: 
Warren V. Blasland, Jr., President

By: 
William H. Bouck, Secretary

[Corporate Seal]

This instrument was prepared by:

BOND, SCHOENECK & KING, P.A.
Attorneys at Law
1167 Third Street South
Naples, Florida 33940