

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT D. 072100000032

REFERENCE : 628107 149395A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 28, 1995

ORDER TIME : 10:49 AM

ORDER NO. : 628107

CUSTOMER NO: 149395A

CUSTOMER: Beatriz M. Capote, Esq-149395a
BEATRIZ M. CAPOTE, P.A.

17th Floor
1101 Brickell Avenue
Miami, FL 33131

File
1st

200001528962
-07/03/95--01024--002
****122.50 ****122.50

DOMESTIC FILING

NAME: BLOSSOM CORNERS MANAGEMENT,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

T. BROWN JUN 28 1995

FILED
95 JUN 28 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
BLOSSOM CORNERS MANAGEMENT, INC.

FILED
95 JUN 28 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is Blossom Corners Management, Inc., a Florida corporation.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131.

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this

Corporation is 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BEATRIZ M. CAPOTE.

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
BEATRIZ M. CAPOTE	1101 Brickell Avenue 17th Floor Miami, Florida 33131

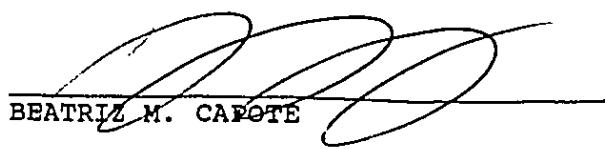
ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X
AMENDMENT

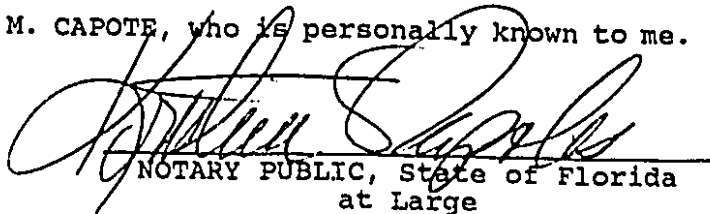
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of June, 1995.


BEATRIZ M. CAPOTE

STATE OF FLORIDA :
COUNTY OF DADE :

I HEREBY CERTIFY that on this 29 day of June, 1995, appeared before me, an officer duly authorized to administer oaths and take acknowledgements, BEATRIZ M. CAPOTE, who is personally known to me.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



KRISTINE NAPOLES
My Commission CC400545
Expires Dec. 03, 1998

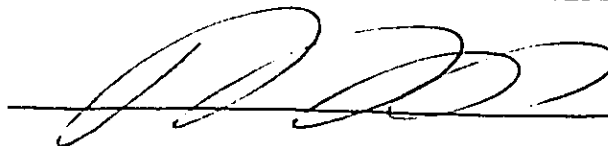
BMC\BARON\BLOSSOM\ARTICLES. INC

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
95 JUN 28 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BLOSSOM CORNERS MANAGEMENT, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BEATRIZ
M. CAPOTE LOCATED AT 1101 BRICKELL AVENUE, 17TH FLOOR, MIAMI,
FLORIDA, 33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.

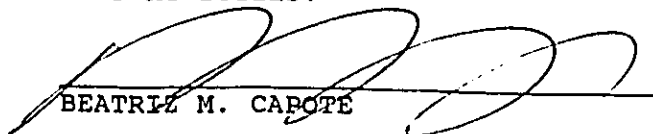


Incorporator
TITLE

6-20-95

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


BEATRIZ M. CAPOTE

BMC\BARON\BLOSSOM\ARTICLES.INC

P9500050466

1201 HAYS STREET
TALLAHASSEE, FL 32301
222-9011
222-6111 FAX
342-8086



95 SEP 19 PM 12:36
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 686288 149395A
AUTHORIZATION :
COST LIMIT : 9 PPD

ORDER DATE : September 19, 1995

ORDER TIME : 11:44 AM

ORDER NO. : 686288

CUSTOMER NO: 149395A

900001588389
-09/19/95--01086--008
*****35.00 *****35.00

CUSTOMER: Beatriz M. Capote, Esq-149395a
Beatriz M. Capote, P.a.
17th Floor
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: BLOSSOM CORNERS MANAGEMENT, INC.

FILED
95 SEP 19 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

NO ATTEND
10/6
9/19

ARTICLES OF AMENDMENT OF
BLOSSOM CORNERS MANAGEMENT, INC.

95 SEP 19 PM 3:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following amendment was adopted by the Board of Directors of this corporation on September 15, 1995. The Shareholders unanimously approved this amendment on September 15, 1995.

ARTICLE I
NAME

The name of the Corporation is Blossom Corners Management, Inc., a Florida corporation.

The name of the Corporation shall be changed to: Baron Capital XI, Inc., a Florida corporation.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131.

The principal office of the corporation shall be changed to: 28050 U.S. Highway 19, North, Suite 301, Clearwater, Florida 34621.


ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131.

The mailing address of the corporation shall be changed to: 28050 U.S. Highway 19, North, Suite 301, Clearwater, Florida 34621.

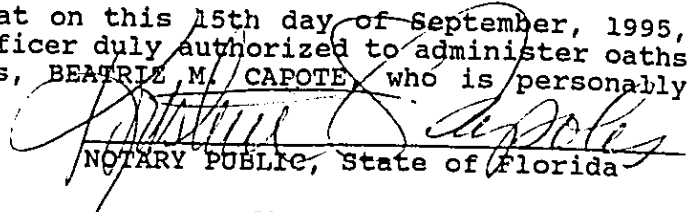
The Effective Date of this Amendment will be September 15, 1995.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 15th day of September, 1995.


BEATRIZ M. CAPOTE
President/Director

STATE OF FLORIDA :
COUNTY OF DADE :

I HEREBY CERTIFY that on this 15th day of September, 1995, appeared before me, an officer duly authorized to administer oaths and take acknowledgements, BEATRIZ M. CAPOTE, who is personally known to me.


NOTARY PUBLIC, State of Florida

My Commission Expires:



KRISTINE NAPOLES
My Commission OC406546
Expires Dec. 03, 1998