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ACCOUNT NO. 1 072100000032

REFERENCE : 640915 81630A

AUTHORIZATION :

400001536804

-07/13/95--01044--004
***122.50 ***122.50

COST LIMIT : \$ PREPAID

ORDER DATE : July 13, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 640915

CUSTOMER NO: 81630A

CUSTOMER: Ms. Sherry Brielmaier
J.B. VERONA, PA

P. O. Box 41750

St. Petersburg, FL 33743

DOMESTIC FILING

NAME: NATIONAL LAND TRUST CORPORATION

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: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN JUL 13 1995

FILED
95 JUL 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 JUL 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this corporation is **NATIONAL LAND TRUST CORPORATION.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.

5. **PRINCIPAL OFFICE:** The principal office of this corporation shall be 5959 Central Ave., Suite 201, St. Petersburg, Florida 33710.

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this corporation's initial registered office, and the name of its initial registered agent at that office shall be as follows:

JAY B. VERONA, P.A.
5959 Central Avenue, Suite 201
St. Petersburg, Florida 33710

7. **INITIAL BOARD OF DIRECTORS:** This corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

JAY B. VERONA
5959 Central Ave.
Suite 201
St. Petersburg, FL 33710

8. **INCORPORATORS:** The names and addresses of the initial Incorporators signing these Articles of Incorporation are:

JAY B. VERONA
5959 Central Ave.
Suite 201
St. Petersburg, FL 33710

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Shareholders.

10. **INDEMNIFICATION:** The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:** If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

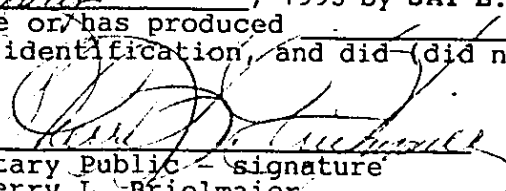
13. **PREEMPTIVE RIGHTS:** This corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of JULY, 1995.


JAY B. VERONA
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

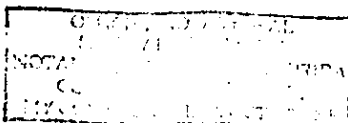
The foregoing Articles of Incorporation were acknowledged before me this 12th day of July, 1995 by JAY B. VERONA. He is personally known to me or has produced (type of identification) as identification, and did (did not) take an oath.


Notary Public - signature
Sherry L. Brielmaier

Notary's name - type or print

Commission/Serial Number

My Commission Expires:



FILED
95 JUL 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for NATIONAL LAND TRUST CORPORATION at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

JAY B. VERONA, P.A.

By: Jay Verona

Jay B. Verona

As: President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12th day of July, 1995 by Jay B. Verona, as President of Jay B. Verona, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced (type or print name) as identification, and did (did not) take an oath.

Sherry L. Griselmaier
Notary Public - signature

Sherry L. Griselmaier

Notary's name - type or print

OFFICIAL NOTARY SEAL
SHERRY L. GRIELMAIER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC414774
MY COMMISSION EXP. OCT. 29, 1998

Commission/Serial Number

My Commission Expires: