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July 18, 1995

WILLIAM C. ANDREWS
JOHN E. BOSCHOW III
STAN CUSHMAN
PHILIP A. DELANEY
MITZ COOPERELL ADSTIN
MARILYN W. PETERSON
JOHN D. STINSON
STEVEN M. CHAMBERLAIN, LL.M.
KEVIN DALY
RAYMOND M. IVEY
MARY DAY COHEN
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LAND TITLE PLAZA
2012 N.W. 4TH STREET
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SERGEANT L. SERUFGOS
1998 1997
PATRICIA M. GARMICHAEL
1999 1998
WILLIAM D. BRIDGEMAN
1993 1992
LORETTA VAUGHAN
1996 1995

RECEIVED
DAY D. HEDGECOCK
WILLIAM C. ANDREWS
11/17/95 11:11 AM
***** 70,110 ***** 70,110

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed are the original Articles of Incorporation of
WELLINGTON PLACE CLUB, INC., together with a check in the amount of
\$70.00 for the following fees:

Filing fee	\$35.00
Registered Agent Designation	<u>35.00</u>
TOTAL	\$70.00

Sincerely,

William C. Andrews
William C. Andrews

WCA:ct

Enclosures

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FILED
55 JUL 19 PM 1:54
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WELLINGTON PLACE CLUB, INC.

FILED
95 JUL 19 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is WELLINGTON PLACE CLUB, INC.

ARTICLE II - NATURE OF BUSINESS

The purpose of this corporation is to operate a general business.

ARTICLE III - CAPITAL SHARE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is One Thousand (1000) at One (\$1.00) Dollar per share. Each share of stock shall be entitled to one vote.

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 - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at 5538-A N.W. 43rd Street, Gainesville, Florida 32653, and the initial registered agent at such address shall be Larry Ross.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of the corporation is to be at 5538-A N.W. 43rd Street, Gainesville, Florida 32653. 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 VII - DIRECTORS

Directors shall be elected by the shareholders of the corporation in the manner and for the term provided in the bylaws of the corporation. The corporation shall have two Directors initially. The number of directors may be increased or decreased as provided in the bylaws.

ARTICLE VIII - INITIAL DIRECTORS

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

<u>Name</u>	<u>Address</u>
Larry Ross Pres.	2604 N.W. 162nd Street Newberry, FL 32669
Bonnie Ross V. Pres.	2604 N.W. 162nd Street Newberry, FL 32669

ARTICLE IX - SUBSCRIBERS

The names and residence addresses of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Larry Ross	2604 N.W. 162nd St. Newberry, FL 32669	50	\$500.00
Donnie Ross	2604 N.W. 162nd St. Newberry, FL 32669	50	\$500.00

The subscribers certify that the value of the consideration for the stock subscribed for will not be less than the par value of such stock.

ARTICLE X - CONDUCT OF BUSINESS

In furtherance and not in limitation of the powers conferred by statutes, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

(a) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the board of directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(b) Authorized shares of par value stock may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of such par value stock to be issued.

(c) The initial Bylaws may be adopted by the subscribers hereto. Such Bylaws may be amended, altered or repealed only by

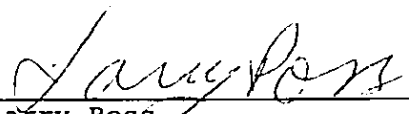
the stockholders of the corporation by an affirmative vote of the holders of a majority of the common stock present and entitled to vote. No such Bylaw shall be in conflict with these Articles of Incorporation or with any outstanding prior agreements of the stockholders which appear of record in the minute book or other records of the corporation.

(d) The corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such time and shall have such powers and duties as may be prescribed by the Bylaws, or as may be determined from time to time by the Board of Directors subject to the Bylaws.

ARTICLE XI - 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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14th day of July, 1995.


Larry Ross (SEAL)

Bonnie Ross (SEAL)
Bonnie Ross

STATE OF FLORIDA
COUNTY OF ALACHUA

11th The foregoing instrument was acknowledged before me this
day of June, 1995, by Larry Ross, (X) who is
personally known to me or () who has produced
as identification and who did/did not take an oath.

Philip A. Delaney
(print name)
Notary Public
State of Florida
My commission expires: April 10, 1997

STATE OF FLORIDA
COUNTY OF ALACHUA

16th The foregoing instrument was acknowledged before me this
day of June, 1995, by Bonnie Ross, (X) who is
personally known to me or () who has produced
as identification and who did/did not take an oath.

Philip A. Delaney
(print name)
Notary Public
State of Florida
My commission expires: April 10, 1997

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation as the registered agent of
WELLINGTON PLACE CLUB, INC.

Larry Ross
Larry Ross

FILED
95 JUL 19 PM 1:54
CLERK OF STATE
TALLAHASSEE, FLORIDA