

P95000060162

Quarles & Brady

Barrett Geller
State 360
1501 E. Broadway South
Naples, Florida 34104-3860
337-262-5059
FAX 337-444-4999

Attorneys at Law
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Naples Attorney

Jackson M. Bruce, Jr.
Michael E. Egan
Louis D. D'Aquino
Dustin A. Dent
Robert E. Doyle, Jr.
Dorothy G. Haas
John D. Humphreys
Kimberly L. Johnson
Linda L. Jones
Thomas E. Mahoney
F. Joseph McMacken, III
Mark H. Muller
Leo J. Salvatore
Joseph D. Zaks

August 1, 1995

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

Re: Whitman Development Corporation

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Greystone Builders, Inc., together with our client's check in the amount of \$122.50 payable to the Division of Corporations. Please file the Articles of Incorporation immediately upon receipt and return to at your earliest convenience. Thank you.

If you should have any questions, please do not hesitate to call.

Sincerely,

Barbara Roller
Barbara Roller
Legal Secretary

200001552532
-08/03/95--01024--010
****122.50 ****122.50

/bdr
Encl.

8/1/95
TK

ARTICLES OF INCORPORATION
OF
WHITMAN DEVELOPMENT CORPORATION

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is WHITMAN DEVELOPMENT CORPORATION.

ARTICLE II
Duration

The duration of the corporation shall be perpetual.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 33940-3060, and the name of its initial registered agent at such address is John D. Humphreville, Esq.


ARTICLE VIII
Incorporator

The name and address of the incorporator is Eric A. Mandell, 2272 Airport Road South, Suite 302, Naples, Florida 33962.

ARTICLE IX
Principal Office

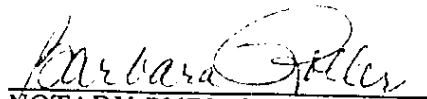
The principal office of the corporation is located at 2272 Airport Road South, Suite 302, Naples, Florida 33962.

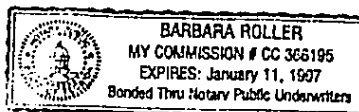
Executed this 15th day of August, 1995.


Eric A. Mandell, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 15th day of August, 1995 by Eric A. Mandell, who is personally known to me.


NOTARY PUBLIC
BARBARA ROLLER
Typed/Printed Name of Notary

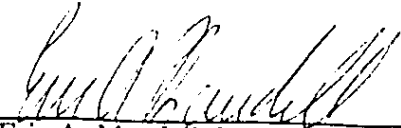


CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT
AND REGISTERED OFFICE.

In compliance with Section 48.091, Florida Statutes and Section 607.0501(3) of the Florida Business Corporation Act, the following is submitted:

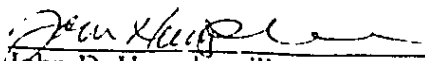
1. That WHITMAN DEVELOPMENT CORPORATION, desiring to organize under the laws of the State of Florida, has named John D. Humphreville, located at Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 33940-3060, as its agent to accept service of process within Florida.

Dated: Aug 1, 1995


Eric A. Mandell, Incorporator

2. That, 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 this capacity; I am familiar with and accept the obligations of §607.0505 of the Florida Business Corporation Act and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 8-1, 1995

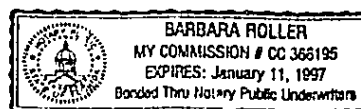

John D. Humphreville

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 1st day of August, 1995 by John D. Humphreville, who is personally known to me.


NOTARY PUBLIC

Typed/Printed Name of Notary



Barnett Center
Suite 300
4501 Tamiami Trail North
Naples, Florida 34103 3660
941 262 5959
FAX 941 434 4999

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Naples Attorneys

Brett A. Brossen
Louis D. D'Agostino
James T. Demarest
Kevin A. Dent
Robert E. Doyle, Jr.
Timothy G. Hains
Samara S. Holland
John D. Humphreville
Kimberly L. Johnson
Thomas E. Maloney
Joseph McMackin III
Mark H. Muller
Salvatore
John D. Zaks

Quarles & Brady

P95000060162

April 29, 1997

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

900002181879--9
-05/01/97--01062--008
****122.50 ****35.00

Re: Resignation of Registered Agent

Gentlemen:

Enclosed please find the following:

1. Resignation of Registered Agent for Whitman Development Corporation (a dissolved corporation - \$35.00);
2. Resignation of Registered Agent for The Old Naples Land Company (an active corporation - \$87.50);
3. Quarles & Brady check number 017886 in the amount of \$122.50 representing the filing fees for these documents.

Please file the enclosed instruments as required and forward acknowledgement of same to my attention in the envelope provided. Thank you.

Sincerely,

QUARLES & BRADY

John D. Humphreville
John D. Humphreville

JDH:bdr
Enclosures

cc: Eric A. Mandell

Florida Department of State, Sandra B. Mortham, Secretary of State

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, John D. Thompson III

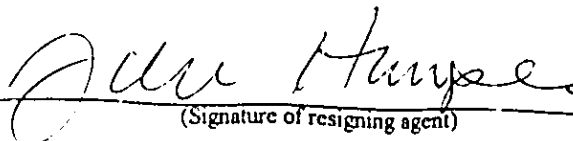
(Name of registered agent)

hereby resigns as Registered Agent for Whitman Development Corporation

(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.



(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation