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WESTSHORE CENTER
1715 NORTH WESTSHORE BOULEVARD
SUITE 700
TAMPA, FLORIDA 33607-3026
TELEPHONE (813) 287-0880
FAX (813) 289-6331

Tampa Office
PLEASE REPLY TO

150 SECOND AVENUE NORTH, SUITE 1500
ST. PETERSBURG, FLORIDA 33707-2804
TELEPHONE (813) 892-3100
FAX (813) 898-0227

SUITE 1 1101 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707 2004
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765 CORTARO DRIVE
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3396
FAX (813) 633-3397

September 12, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Domestic Filing Section
409 E. Gaines Street
Tallahassee, Florida 32399

70000015813816.7
-09/13/95- 01091-001
****122.50 ****122.50

RE: PALMS CENTER DEVELOPMENT COMPANY

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of PALMS CENTER DEVELOPMENT COMPANY, together with a check in the amount of \$122.50 to cover the following costs for this corporation:

Item	Amount
Filing Fees	\$35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	52.50
Total	\$122.50

Upon acceptance of the charters and the filing thereof by your office, please provide me with certified copies of same.

Sincerely,

HARRIS, BARRETT, MANN & DEW

Frank J. Greco, Esquire

FJG/dfl
Enclosures

ARTICLES OF INCORPORATION
OF
PALMS CENTER DEVELOPMENT COMPANY

SECRET
TALLAHASSEE, FLORIDA
SEP 13 PM 12:38
1968

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **PALMS CENTER DEVELOPMENT COMPANY**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to
have outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per
share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 10025 Orange Grove Drive, Tampa, Hillsborough County, Florida 33618.

The name and street address of the initial registered agent of the corporation in the State of Florida is: John A. Grant, Jr., 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) directors, as follows:

NAME

ADDRESS

John A. Grant, Jr.

10025 Orange Grove Drive
Tampa, FL 33618

Beverley C. Grant

10025 Orange Grove Drive
Tampa, FL 33618

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

John A. Grant, Jr.

10025 Orange Grove Drive
Tampa, FL 33618

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

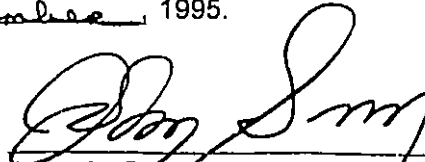
ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: John A. Grant, Jr.

Dated this 12th day of September, 1995.



John A. Grant, Jr.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of ^{September} ~~July~~, 1995, by John A. Grant, Jr., who is personally known to me ~~or who has produced~~ _____ as identification, and who did take an oath.

E. Anne Weaver

Printed Name: E. Anne Weaver
Notary Public
My Commission Expires:
Serial Number:

F:\DONNA\GRECO\PALMSCOA\OI



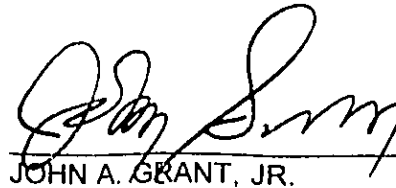
E. ANNE WEAVER
MY COMMISSION # CC415251 EXPIRES
January 30, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SEP 13 11:38 AM '98
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
compliance with said Act:

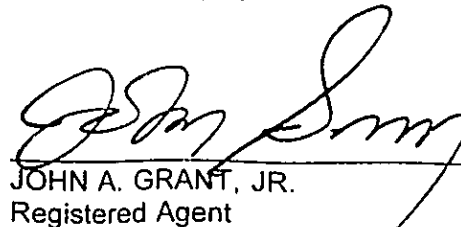
First -- That PALMS CENTER DEVELOPMENT COMPANY desiring to organize
under the laws of the State of Florida with its principal place of business in Hillsborough
County, Florida, has named JOHN A. GRANT, JR., located at 1715 N. Westshore
Boulevard, Suite 750, Tampa, Florida 33607, as its agent to accept service of process
within this state.



JOHN A. GRANT, JR.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.



JOHN A. GRANT, JR.
Registered Agent