

P95000072557

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
STATE
RECORDS
DIVISION
TALLAHASSEE, FL
SEP 20 AM 10:56

AL SEP. 20 1995

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY RLH

WALK-IN Will Pick Up 9:20 12pm

RE: W.C. B. - Name Development

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U.S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ()		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

H.L.B. - VINES DEVELOPMENT, INC.

RECORDED
INDEXED
25 SEP 80 1410:55

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 H.L.B. - VINES DEVELOPMENT, INC.

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 Leo J. Salvatori.

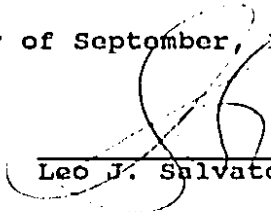
ARTICLE VIII
Incorporator

The name and address of the incorporator is Leo J. Salvatori, 4501 Tamiami Trail North, Suite 300, Naples, Florida 33940-3060.

ARTICLE IX
Principal Office

The principal office of the corporation is located at Springs Plaza, Suite 294, Bonita Springs, Florida 33923.

Executed this 19th day of September, 1995.

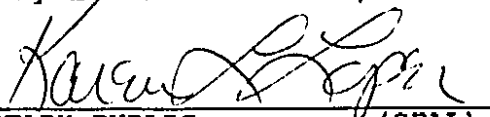


Leo J. Salvatori, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

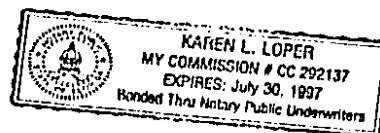
The foregoing instrument was sworn to and acknowledged before me this 19th day of September, 1995 by Leo J. Salvatori, who is personally known to me.



NOTARY PUBLIC

(SEAL)

My Commission Expires:



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 H.L.B. - VINES DEVELOPMENT, INC., desiring to organize
under the laws of the State of Florida, has named Leo J. Salvatori
located at Barnett Center, 4501 Tamiami Trail North, Suite 300,
Naples, Collier County, Florida 33940-3060, as its agent to accept
service of process within Florida.

Dated: Sept. 19, 1995

Leo J. Salvatori, 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: Sept. 19, 1995

Leo J. Salvatori

STATE OF FLORIDA

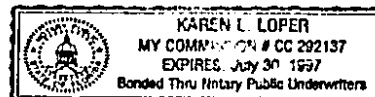
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before
me this 19th day of September, 1995 by Leo J. Salvatori, who is
personally known to me.

Karen L. Loper
NOTARY PUBLIC

(SEAL)

My Commission Expires:



Quarles & Brady

P95000072557

September 19, 1996

FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Re: H.L.B. - Vines Development, Inc./H.L.B. - Brendan Cove
Development, Inc.

Gentlemen:

Enclosed is the original amendment to the Articles of Incorporation regarding the above-captioned corporation. I would appreciate your filing the same with the Secretary of State, and obtaining a certificate of good standing on the new corporate name **today**. This firm's check in the amount of \$43.75 made payable to the Secretary of State is enclosed for payment of the filing fee.

I would further appreciate your faxing the certificate of good standing to me once received.

Thank you for your assistance in this matter. Please feel free to call if you should have any questions.

Respectfully,

QUARLES & BRADY

Karen Loper
Secretary to Leo Salvatori

/kl

enclosures

RECEIVED
SEP 20 PM 5:15

**FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF
H.L.B. - VINES DEVELOPMENT, INC.**

At a meeting of the shareholders of H.L.B. - Vines Development, Inc., a Florida corporation, held on the 19th day of September, 1996, it was unanimously agreed by all Shareholders of record that the Articles of Incorporation for said corporation be amended as follows:

Article 1 of the Articles of Incorporation is hereby revoked and the following Article 1 is inserted in lieu thereof:

ARTICLE I

NAME

The name of the Corporation shall be H.L.B. - BRENDAN COVE DEVELOPMENT, INC.

The foregoing amendment shall be effective as of the date of shareholders' approval of the same, to wit: September 19, 1996.

The undersigned have executed these Articles of Amendment this 19 ___ day of September, 1996.

(Corporate Seal)
H.L.B. - VINES DEVELOPMENT,
INC., a Florida corporation

By: Homer L. Brown
Homer L. Brown, as President,
Secretary and Shareholder

By: Dorothy M. Brown
Dorothy M. Brown, as
Shareholder

By: Donald P. Brown
Donald P. Brown, as
Shareholder

By: Preston R. Brown
Preston R. Brown, as
Shareholder