

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, 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
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JAN -5 PM 3:48

AL JAN - 5 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	12		CK No.
BY			

WALK-IN 1/5 12:00
 Will Pick Up

RE:

SENDZIMIR

DEVELOPMENT

COMPANY

C.O. 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 type="checkbox"/> Foreign Corp. File		
<input checked="" 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 () pgs.		

200001680442

-01/05/96--01076--006

****122.50 ****122.50

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

96 JAN -5 PM 11:57
 DIVISION OF CORPORATIONS

RECEIVED

ARTICLES OF INCORPORATION
OF
SENDZIMIR DEVELOPMENT COMPANY

CLERK
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -5 PM 3:49

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is SENDZIMIR DEVELOPMENT COMPANY and the principal office of the corporation is located at 38 Saddleback Road, Tequesta, Florida 33469.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is ONE THOUSAND (1,000), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 38 Saddleback Road, Tequesta, Florida 33469, and the name of the initial registered agent at that address is R. MASON SIMPSON.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The names and addresses of the first Board of Directors are:

R. MASON SIMPSON, 38 Saddleback Road, Tequesta, Florida
33469

ARTICLE VII. ACTION WITHOUT A MEETING

Any action which may be taken at a meeting of the shareholders and/or directors may be taken without a meeting,

without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders and/or directors entitled to vote with respect to the subject matter thereof.

ARTICLE VIII. INCORPORATOR


The name and address of the incorporator is:

R. MASON SIMPSON, 38 Saddleback Road, Tequesta, Florida
33469

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

4th IN WITNESS WHEREOF, I have subscribed my name this
day of January, 1996.




R. MASON SIMPSON, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

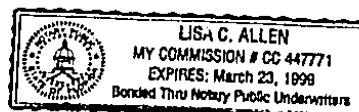
On this day personally appeared before me, the undersigned authority, R. MASON SIMPSON, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 4th day of January, 1996.

(SEAL)



Notary Public, State of Florida
My Commission Expires:

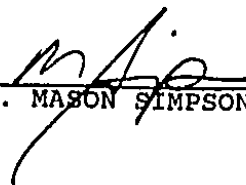


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501(3) Florida Statutes, the following is submitted:


SENDZIMIR DEVELOPMENT COMPANY, desiring to organize under the laws of the State of Florida, with its principal place of business at 38 Saddleback Road, Tequesta, Florida 33469, County of Martin, State of Florida, has named R. MASON SIMPSON, located at 38 Saddleback Road, Tequesta, Florida 33469, as its agent to accept service of process within Florida.

DATE: 1/4/96


R. MASON SIMPSON, Incorporator

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 1/4/96


R. MASON SIMPSON, Registered Agent

96 JAN -5 PM 3:49
DIVISION OF STATE
REGISTRARS

P96000001554

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, 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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

1-17-96
DC
NAME
Change

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>jen</i>	_____	_____

WALK-IN *1/16* *12:00*
Will Pick Up

RE: Sentzimir Development Company

- _____ Capital Express™
- _____ Art. of Inc. File
- _____ Corp. Record Search
- _____ Ltd. Partnership File
- _____ Foreign Corp. File
- ☒ () Cert. Copy(s)
- ☒ Art. of Amend. File
- _____ Dissolution/Withdrawal
- _____ C U S -
- _____ Fictitious Name File
- _____ Name Reservation
- _____ Annual Report/Reinstatement
- _____ Reg. Agent Service
- _____ Document Filing
- _____ Corporate Kit
- _____ Vehicle Search
- _____ Driving Record
- _____ Document Retrieval
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ File No.'s. _____ Copies
- _____ Courier Service
- _____ Shipping/Handling
- _____ Phone ()
- _____ Top Priority
- _____ Express Mail Prop.
- _____ FAX () pgs.

RECEIVED
JAN 17 11:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DISBURSED
JAN 17 11:04
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
JAN 18 11:04
DIVISION OF CORPORATION

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

96 JAN 17 AM 0:57

DIVISION OF CORPORATION

January 16, 1996

CAPITAL CONNECTION, INC.

SUBJECT: SENDZIMIR DEVELOPMENT COMPANY
Ref. Number: P96000001554

We have received your document for SENDZIMIR DEVELOPMENT COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 696A00001947

Corrected

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF

SENDZIMIR DEVELOPMENT COMPANY

(FS §§607.1001, 607.1004, 607.1005, 607.1006, 607.1009)

FILED
JAN 17 MID-11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provision of the Articles of Incorporation of Sendzimir Development Company, a Florida corporation, filed in Tallahassee on January 5, 1996, be and they hereby are amended in the following particulars:

ARTICLE 1, be and it hereby is amended to read as follows:

"The name of the corporation is Savoy Jupiter Island Development Company"

2. The foregoing amendment was adopted by the sole Director of the corporation on the 10th day of January, 1996.

3. The foregoing amendment was adopted by the Board of Directors without shareholder action. Shareholder action was not required because the corporation has not yet issued shares.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 15th day of January, 1996.

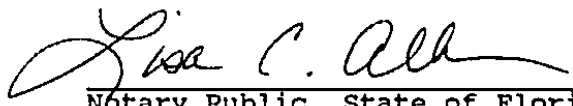

R. Mason Simpson, Director

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared R. Mason Simpson known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of January, 1996.

(SEAL)


Notary Public, State of Florida
My Commission expires:




WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS
IN LIEU OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND SHAREHOLDERS OF
JUPITER ISLAND CORPORATION

The undersigned person, being the sole Director and Shareholder of the above-named corporation (hereinafter called the "Corporation"), hereby takes the following action by written consent, in lieu of a special meeting of the Board of Directors and Shareholders, pursuant to Sections 607.0821 and 607.0704 of the Florida Corporation Act:

RESOLVED, as follows:

1. That the Corporation understands that Sendzimir Development Company wishes to change its name to Savoy Jupiter Island Development Company. Even though this name is similar to the Corporation's own name, the Corporation does not feel that the use of the similar name would in any way effect the business of the Corporation. The Corporation therefore consents to the use of the similar name, Jupiter Island Development, Inc.
2. That the proper officers of the Corporation take all acts that may be necessary in order to effectuate the foregoing resolution.

DATED: 1/15/96



R. Mason Simpson, as Director and
Shareholder

996000001554

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 24-8870
 Mailing Address: Post Office Box 10349, 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 \$ _____

RE: Savoy Jupiter Island
Development Company

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
✓ Art. of Amend. File		
Dissolution/Withdrawal		
C U S-	900001694649	
Fictitious Name File	-01/22/96--01055--002	
	*****87.50 *****87.50	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

RECEIVED
 96 JAN 22 PM 11:19
 DIVISION OF CORPORATIONS

N. HENDRICKS JAN 22 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<i>gen</i>		

WALK-IN
 Will Pick Up 1/22 12:00

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

FILED
 96 JAN 22 PM 1:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

FILED

96 JAN 22 PM 1:02

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF

SAVOY JUPITER ISLAND DEVELOPMENT COMPANY
(FS §§607.1001, 607.1004, 607.1005, 607.1006, 607.1008) TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provision of the Articles of Incorporation of Sendzimir Development Company, a Florida corporation, filed in Tallahassee on January 5, 1996, which said corporate name was subsequently amended on January 17, 1996 to Savoy Jupiter Island Development Company, be and they hereby are amended in the following particulars:

ARTICLE 1, be and it hereby is amended to read as follows:

"The name of the corporation is Savoy Development Company"

2. The foregoing amendment was adopted by the sole Director of the corporation on the 18th day of January, 1996.

3. The foregoing amendment was adopted by the Board of Directors without shareholder action. Shareholder action was not required because the corporation has not yet issued shares.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 18th day of January, 1996.

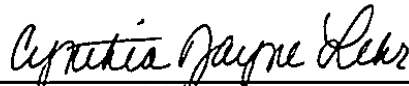

R. Mason Simpson, Director

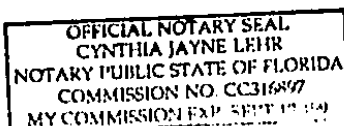
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared R. Mason Simpson known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of January, 1996.

(SEAL)


Notary Public, State of Florida
My Commission expires:



CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, 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 \$ _____

N. HENDRICKS JAN 29 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY			

WALK-IN 1/29 12:00
 Will Pick Up

FILE: 996000001554
Company

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

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

96 JAN 29 AM 11:58
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

96 JAN 29 AM 9:50
 RECEIVED
 DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF

SAVOY DEVELOPMENT COMPANY

(FS §§607.1001, 607.1004, 607.1005, 607.1006, 607.1009),
TALLAHASSEE, FLORIDA

FILED

96 JAN 29 AM 11:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provision of the Articles of Incorporation of Sendzimir Development Company, a Florida corporation, filed in Tallahassee on January 5, 1996, which said corporate name was subsequently amended on January 17, 1996 to Savoy Jupiter Island Development Company, and further amended on January 22, 1996 to Savoy Development Company, be and they hereby are amended in the following particulars:

ARTICLE 1, be and it hereby is amended to read as follows:

"The name of the corporation is Carlyle Development Company"

2. The foregoing amendment was adopted by the sole Director of the corporation on the 24th day of January, 1996.

3. The foregoing amendment was adopted by the Board of Directors without shareholder action. Shareholder action was not required because the corporation has not yet issued shares.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 24th day of January, 1996.

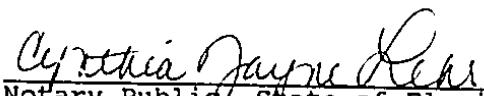

R. Mason Simpson, Director

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared R. Mason Simpson known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of January, 1996.

(SEAL)


Notary Public, State of Florida
My Commission expires: 9/19/97

