1201 HAYS STREET 800-342-8086 TALLAHASSEE, FL 32301 904-222-9171 904-222-0393 FAX AUTHORIZATION : COST LIMIT : \$131.25 ORDER DATE: February 2, 1996 ORDER TIME : 2:39 PM 100001705631 ORDER NO. 831590 CUSTOMER NO: 4381472 CUSTOMER: Ms. Laurie Bergstresser BROAD AND CASSEL Suite 1100 390 N. Orange Avenue Orlando, FL 32801 DOMESTIC FILING MANE: ALLIANCE CAPITAL, INC. XX___ ARTICLES OF INCORPORATION __ CERTIFICATE OF LIMITED PARTHERSHIP

CONTACT PERSON: KAREN ROZAR

CERTIFIED COPY
PLAIN STAMPED COPY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

EXAMINER'S INITIALS:

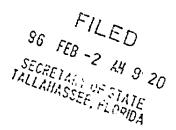
T. BROWN FEB - 5 1996

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ARTICLES OF INCORPORATION

OF

ALLIANCE CAPITAL, INC.



ARTICLE I - NAME

The name of this corporation is ALLIANCE CAPITAL, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 5007 Tamiami Trail East, Maples, Florida 33962 and the initial mailing address of the corporation is 5007 Tamiami Trail East, Maples, Florida 33962.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1201 Hayes Street, Tallahassee, Florida 32301 and the initial registered agent of this corporation at that address is Corporation Service Company.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is an follows:

Magie

Address

Corporation Service Company

1201 Hayes Street Tallahassee, Florida 32301

CORPAISSE/0001/RMALLINGS.02A 960202 - 10:15am The state of the s

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the sole member of this corporation's initial Board of Directors is as follows:

Carl M. Pernstrom

5007 Famiami Trail, Bast Naples, Florida 33962

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 2 day of February, 1996.

Corporation Service Company

Name: Karen B. Rozar

Title: as its agent

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Statutes, the undersigned corporation, organized under the laws of Allienthe State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

- The name of the corporation is ALLIANCE CAPITAL, INC.
- The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY 1201 Hayes Street Tallahassee, Florida 32301

ALLIANCE CAPITAL, INC.

Service By: Corporation Company

Title: as its agent

Title: Incorporator

Dated this day of February, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY. AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTUS RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED ACENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

Corporation Service Company

Karen B. Ro s its agent

Dated this (day of February, 1996.

CORPUBSIONO UNICALLIBORIDA 960202 - 10:15am

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Diversified Real Estate Group/Ing. Avelor's Agalles, Inventor April 23, 196

Secretary of the State Post Office Box 6327 Tallahassee, Florida 32314

RE: Change of address for Alliance Capitol, Inc.

To Whom It May Concern:

Please be advised that the following address has been changed for Alliance Capitol. Inc.:

Old address.

5007 Tamizmi Trail East Naples, Florida 33962

New address:

950 Fifth Avenue North Naples, Florida 33940

If you have any questions, please feel free to contact me.

Sincerely,

Carl M. Fernstrom, President of

Alliance Capitol, Inc.

scul 12/1/26
(CSC URA)