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**Quarles & Brady**

February 7, 1996

Secretary of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, Florida 32304

Re: *Incorporation of Victoria Cove Development Corporation*

8000001712578  
-02/12/96--01080--015  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation for Victoria Cove Development Corporation.
2. Check payable to Secretary of State in the amount of \$122.50 representing the following fees and costs:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy of Articles	<u>52.50</u>
Total	\$122.50

Please return the certified copy of the Articles of Incorporation to this office upon acceptance and filing of the same.

Sincerely,

SN FEB 14 1996

QUARLES & BRADY

  
Louis D. D'Agostino

LDD/nj  
Enclosure

QBNAP1\82257.

FILED  
FEB 12 PM 1:53  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VICTORIA COVE DEVELOPMENT CORPORATION

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
CORPORATE NAME

The name of this Corporation is: VICTORIA COVE DEVELOPMENT CORPORATION.

ARTICLE II.  
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

ARTICLE III.  
INCORPORATOR

The name and address of the incorporator are:

Name

Address

Louis D. D'Agostino

Quarles & Brady  
4501 Tamiami Trail N., Ste. 300  
Naples, Florida 33940

ARTICLE IV.  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4501 Tamiami Trail, North, Suite 300, Naples, Florida 33940, and the name of the initial registered agent of this Corporation at that address is: Louis D. D'Agostino.

**ARTICLE V.  
PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 201 Mulrfield Circle,  
Naples, Florida 33962.

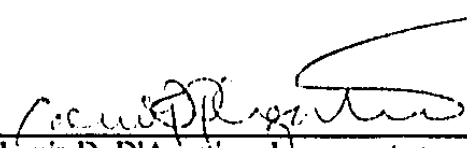
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles  
of Incorporation on the 7<sup>th</sup> day of February, 1996.

  
\_\_\_\_\_  
Louis D. D'Agostino, Incorporator

**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 48.091, AND SECTION 607.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT VICTORIA COVE DEVELOPMENT CORPORATION, desiring to organize  
or qualify under the laws of the State of Florida, with its principal place of business located  
at 201 Mulrfield Circle, Naples, Florida 33962, has named Louis D. D'Agostino, located at  
4501 Tamiami Trail, North, Suite 300, Naples, Florida 33940, as its agent to accept service  
of process within Florida.

  
Louis D. D'Agostino, Incorporator

Dated: February 7, 1996

Having been named to accept service of process for the above-stated corporation, at  
the place designated in this Certificate, Louis D. D'Agostino hereby agrees to comply with  
the provisions of all statutes relative to the proper and complete performance of its duties.

  
Louis D. D'Agostino, Incorporator

Dated: February 7, 1996

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TREASSEE, FLORIDA