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Jeffrey W. Hamilton

Claudia C. Carrillo
Of Counsel

March 8, 1996

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

RE: Andersen Construction and Development Corp.

900001739409
-03/12/96--01034--003
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find an original Articles of Incorporation with regard to the above captioned corporation, along with our check in the amount of \$122.50.

Please forward a receipt and the certified copy of said Articles to our office at the above letterhead address as soon as possible.

Thank you for your consideration in this matter.

Sincerely,



Jeffrey W. Hamilton

JWH/cmc

MAR 14 1996 BSD

Enclosures

FILED
96 MAR 11 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ANDERSEN CONSTRUCTION AND DEVELOPMENT CORP.

FILED

96 MAR 11 AM 11:28

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be ANDERSEN CONSTRUCTION AND DEVELOPMENT CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

126 Pinehurst Drive
Bradenton, FL 34210

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of:

- A. Real estate development.
- B. Engaging in any other lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of the Corporation shall be one hundred (100) shares of common stock having no par value.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The Initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are as follows:

NAME	ADDRESS
Erwin J. Andersen	126 Pinehurst Drive Bradenton, FL 34210
Sheryl Ann Andersen	126 Pinehurst Drive Bradenton, FL 34210

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold offices as provided in the Bylaws.

ARTICLE VII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE IX - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be:

Erwin J. Andersen
126 Pinehurst Drive
Bradenton, FL 34210

Section 2. The name of the initial registered agent of the Corporation located at said address shall be:

Erwin J. Andersen
126 Pinehurst Drive
Bradenton, FL 34210

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Erwin J. Andersen	126 Pinehurst Drive Bradenton, FL 34210

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 6TH day of MARCH, 1996.


ERWIN J. ANDERSEN

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 6th day of March, 1996, by Erwin J. Andersen, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Cecelia M. Chapman
Notary Public

CECELIA M. CHAPMAN
Notary Public, State of Florida
My Commission Expires: My Comm. Expires April 20, 1996 (SEAL)
No. CC187588

ACCEPTANCE

I hereby accept to act as Initial Registered Agent for ANDERSEN CONSTRUCTION AND DEVELOPMENT, CORP., as stated in these Articles of Incorporation.

Erwin J. Andersen
ERWIN J. ANDERSEN

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