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***BOARD CERTIFIED
CIVIL TRIAL LAWYER

ADDITIONAL JURISDICTIONS

**ADMITTED IN ILLINOIS

***ADMITTED IN U.S. VIRGIN ISLANDS

†ADMITTED IN MICHIGAN
†ADMITTED IN WASHINGTON, D.C.

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Corporate Records Bureau
Division of Corporation
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

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-04/15/96--01100--001
****122.50 ****122.50


RE: Articles of Incorporation/Matoaka Heights Subdivision, Inc.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for Matoaka Heights Subdivision, Inc., along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.


Paul D. Beitlich

PDB/rl
enclosures
cc: Mr. Robert Cross

APR 18 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR 15 AM 9:48

FILED

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ARTICLES OF INCORPORATION

96 APR 15 AM 9:48

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MATOAKA HEIGHTS SUBDIVISION, INC.

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

MATOAKA HEIGHTS SUBDIVISION, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including real estate, investment, development construction, sales and marketing and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand two hundred (1,200) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7309 49th Avenue East Bradenton, Florida 34203, and the name of the initial registered agent of this corporation is Robert Cross, whose address is 7309 49th Avenue East, Bradenton, Florida 34203.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Robert Cross, President & Director
7309 49th Avenue East
Bradenton, Florida 34203

Paul D. Beitlich, Vice President, Secretary, Treasurer, Director
2033 Main Street, #101
Sarasota, Florida 34237

Paul Steiner, Vice President, Director
7309 49th Ave. East
Bradenton, Florida 34203

VI.

INCORPORATOR

The name and address of the person signing these Articles is:

Paul D. Beitlich
2033 Main Street; #101
Sarasota, Florida 34237

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is: 7309 49th Avenue East, Bradenton, Florida 34203.

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS


Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of April, 1996.

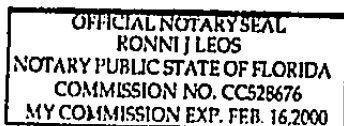

_____(SEAL)
PAUL D. BEITLICH

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 12 day of April, 1996, by Paul D. Beitlich, who is personally known to me or who has produced _____ as identification.



Notary Public
Printed Name: RONNI J. LEOS
Title or Rank: _____
Serial No. if any: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS
MAY BE SERVED.

Pursuant to Section 607.034, Florida Statutes, MATOAKA HEIGHTS
SUBDIVISION, INC., desiring to organize under the laws of the State
of Florida, has named Robert Cross, located at 7309 49th Avenue
East, Bradenton, Florida 34203, as its agent to accept service of
process within this state.

Having been named to accept service of process for the above
corporation at the place designated in this certificate, I hereby
accept appointment in such capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



ROBERT CROSS
(Registered Agent)

FILED
96 APR 15 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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