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LAW OFFICES OF
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April 15, 1996

RECEIVED
04/18/96-01009-001
\$\$\$245.00 \$\$\$122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: CASABLANCA ON THE BEACH DEVELOPMENT CORPORATION
CASABLANCA ON THE BEACH CONDOMINIUM ASSOCIATION, INC.

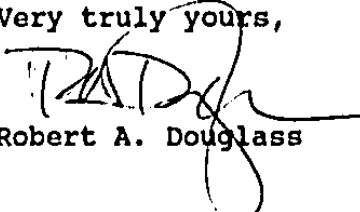
Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for each of the above captioned entities, together with a check in the amount of \$245.00 to cover the following:

Filing Fees	\$ 70.00
Certified Copies	105.00
Registered Agent Designations	<u>70.00</u>
	\$245.00

Please return the certified copies to the undersigned.

Very truly yours,


Robert A. Douglass

RAD:jw
Encl.

APR 22 1996

BSB

FILED
96 APR 18 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CASABLANCA ON THE BEACH DEVELOPMENT CORPORATION

FILED
APR 18 PM 3:24
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is: CASABLANCA ON THE BEACH DEVELOPMENT CORPORATION.

ARTICLE II - Purposes

1. This corporation is organized for the purpose of transacting any and/or all lawful business including, but not limited to, acquisition, development, sale and lease of real property and related activities.

2. To act on its own behalf in all legal or equitable proceedings or suits.

3. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To enter into, make perform and carry out contracts and agreements of every kind, for any lawful purposes, without limits as to amount, with any person, firm, association or corporation; and to transact any further or other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operation and businesses and to promote its objectives within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might do, in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other and further things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms and conditions of any other objects, powers or clauses of this Article or any other Articles; but that

the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Principal Office

The mailing address of the principal office of the corporation is 890 Pinellas Bayway, Tierra Verde, Florida, 33715.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 890 Pinellas Bayway, Tierra Verde, Florida, 33715, and the name of the initial registered agent at this address is Raybon E. Cox.

ARTICLE VI - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may either be increased or decreased from time to time by the By-Laws of the corporation. The name and address of the initial directors of this corporation are:

RAYBON E. COX President/Director	890 Pinellas Bayway Tierra Verde, FL 33715
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DEREK D. COX Vice President/Director	966 Monticello Court East Greenwood, IN 46142
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JUDITH L. COX Secretary/Treasurer/Director	890 Pinellas Bayway Tierra Verde, FL 33715
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ARTICLE VII - Subscriber

The name and address of the person subscribing to these Articles of Incorporation are:

RAYBON E. COX	890 Pinellas Bayway Tierra Verde, FL 33715
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ARTICLE VIII - Duration

This corporation shall have perpetual existence.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 5th day of ~~February~~^{April}, 1996.


RAYBON E. COX

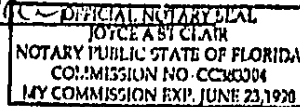
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared RAYBON E. COX to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

DATED this 5th day of ^{April} February, 1996.

My Commission Expires:

James S. Clark
Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article IV, 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.

Raybon E. Cox
RAYBON E. COX
DATED: 4/5/96