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Robert A. Saltzstein  
1725 De Sales Street N.W.  
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Admitted in District of Columbia  
and in Wisconsin

April 23, 1996

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

EFFECTIVE DATE  
4/19/96

900001792889  
-04/24/96--01065--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Suncoast Excel Association, Inc.

Gentlemen:

Enclosed for filing in duplicate are the Articles of Incorporation of Suncoast Excel Association, Inc. Please return a certified copy of the Articles to our office at the address listed at the top of the letterhead. Also enclosed is my firm's check in the amount of \$122.50 for the filing fee and certified copy.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance on this matter.

Yours very truly,

*Timothy K. Mariani*  
Timothy K. Mariani

TKM/dab  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 APR 24 PM 12:15

APPROVED  
AND  
FILED

MSB  
4/26/96

ARTICLES OF INCORPORATION  
OF  
SUNCOAST EXCEL ASSOCIATION, INC.

FILED  
96 APR 24 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is SUNCOAST EXCEL ASSOCIATION, INC. and its mailing address is 4625 East Bay Drive, Suite 225, Clearwater, Florida 34624.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of April 19, 1996.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4625 East Bay Drive, Suite 225, Clearwater, Florida 34624 and the name of its initial registered agent of this corporation at that address is R. JAN KAHLER.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
R. JAN KAHLER	4625 East Bay Drive, Suite 225 Clearwater, FL 34624

ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
R. JAN KAHLER	4625 East Bay Drive, Suite 225 Clearwater, FL 34624

## ARTICLE VIII

### CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

## ARTICLE IX

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE X

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

APPROVED  
AND  
FILED

96 APR 26 PM 12:15

ARTICLE XI

BYLAWS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 23rd day of April, 1996.

  
R. JAN KAHLER

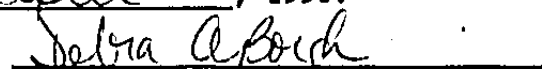
STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of April, 1996.



NOTARY PUBLIC  
STATE OF FLORIDA  
CC #294709  
DEBRA A. BORGH

MY COMMISSION EXP. JAN. 30, 1997


  
Notary Public  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered

Agent of SUNCOAST EXCEL ASSOCIATION, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 23rd day of April, 1996.

  
R. JAN KAHLER, as Registered Agent

APPROVED  
AND  
FILED

56 APR 24 PM 12:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA