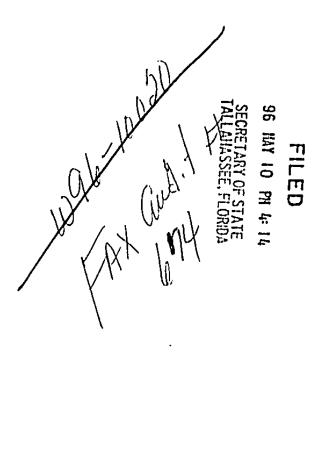


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CARLTON FIELDS

ATTORNEYS AT LAW

ONE HARM'NIK PLACE

777 S. HARROUR HEADE BOULEVARD

TAMPA HURIDA 35602 1749

MAILING ADDRESS F.O. 60X 3339, TANPA, FL 33601-3239 TLL (8131 232-7000 FAX (8131 229-4133

AUDIT NO. H96000006637

May 9, 1996

Division of Corporations Florida Department of State 409 E. Gaines Street Tallahassee, Florida 32399

Re: Fairways Davelopment Corp.

Gentlemen:

Please accept this letter as confirmation of the electronic filing of the Articles of Incorporation for Fairways Development Corp.

Thank you for your attention to this matter.

Sincerely,

Charlene Carpenter

Charlene Carpenter Legal Assistant

/bcc

Enclosures

pc: Kevin Sutton, Esquire

AUDIT NO. H96000006637

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1 8-10-66 110147AM ;

CARLTON PIELDSID 1



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Servicey of Blate

May 10, 1996

CARLTON FIELDS WARD EMMANUEL

TAMPA, FL

SUBJECT: FAIRWAYS DEVELOPMENT CORP.

REF: W96000010020

We received your electronically transmitted document,... However, the document has not been filed and needs the following corrections:

The FAX audit number must be on the top and bottom of each page of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered shandoned.

If you have any questions concerning the filing of your document, please onli (904) 487-6934.

Loria Poole Corporate Specialist FAX Aud. #: 296000001637 Letter Number: 896400022933 AUDIT NO. R96000006637

ARTICLES OF INCORPORATION OF FAIRWAYS DEVELOPMENT CORP.

The undersigned, ucting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I Name

The name of the corporation is Fairways Development Corp.

: 5-10-96 : 2:22PM :

ARTICLE II Initial Principal Office and Mailing Address

The corporation's initial principal office and mailing address is 610 Belle Isle Avenue, Bellcair Beach, Florida 34634.

ARTICLE III Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$1,00 per share.

ARTICLE IV Initial Registered Agent and Office

The street address of its initial registered office is 610 Belle Isle Avenue, Belleair Beach, Florida 34634, and the name of its initial registered agent at that address is Stephen S. Kaplan.

ARTICLE V Incorporator

The name and address of the incorporator is:

Name

Address

Stephen S. Kaplan

610 Belle Isle Avenue Belleair Beach, FL 34634

Kevin Sutton, Esquire Carlton Pields One Harbour Place Tampa, FL 33602 Fla. Bar No. 0009830

AUDIT NO. H96000006637

ARTICLE VI Initial Director

The corporation initially shall have two (2) directors, whose names and addresses are:

Namo

Address

Stephen S. Kaplan

610 Belle Isle Avenue Belleair Beach, FL 34634

Anthony Rodriguez

1002 Ballinger Drive Lutz, FL 33549

Dated this 9th day of May, 1996

STEPHEN S. KAPLAN incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 2th day of May, 1996

STEPHEN S. KAPLAN Registered Agent

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RETARY OF STATE
AHASSEE, FLORID