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TRANSMITTAL LETTER

7-1-96

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-05/09/96--01049--017
****131.25 ****131.25

SUBJECT: THE VILLAS of Tampa, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$131.25 for filing fee, certified copy and certificate.

FROM: NANCY PAULINE
10712 DONBRESE AVENUE
TAMPA, FLORIDA 33615

WMP

DAYTIME PHONE (813) 855-2340

FILED
TALLAHASSEE, FLORIDA
58 MAY -3 PM 1:33
5/14/96
JB

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **THE VILLAS of Tampa, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 10712 Donbrese Avenue, Tampa, Florida 33615

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of ONE DOLLAR (\$1.00) par value common.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Nancy D. Pauline
10712 Donbrese Avenue
Tampa, Florida, 33615

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Nancy D. Pauline	10712 Donbrese Avenue Tampa, Florida 33615
Robert A. Loomis	12202 North 22nd Street, Apt 738. Tampa, Florida 33612
Terry M. Loomis, Jr.	13307 Elm Street Odessa, Florida 33556

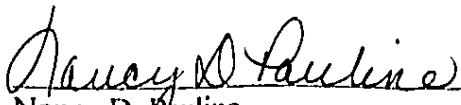
ARTICLE VI INDEMNIFICATION


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

ARTICLE VII DURATION

This corporation shall have perpetual existence beginning 1 July, 1996.

The undersigned incorporators have executed these Articles of Incorporation
this 20th day of April, 1996.


Nancy D. Pauline


Robert A. Loomis


Terry M. Loomis, Jr.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, The undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: THE VILLAS of Tampa, Inc.
2. The name and address of the registered agent and office is:

Nancy D. Pauline
10712 Donbrese Avenue
Tampa, Florida 33615

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.

Nancy D. Pauline
Signature

4-20-96
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL.
32314