

1201 HAYS STREET
SARASOTA, FL 34230-3258
800-343-8086
P96000047046



PRINCIPAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 974807 4352702

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyatt

ORDER DATE : June 4, 1996

ORDER TIME : 9:0 AM

ORDER NO. : 974807

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue
Sarasota, FL 34230-3258

000000184208200

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -4 PM 12:22

DOMESTIC FILING

NAME: PENDLETON PROPERTIES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED
96 JUN -4 PM 12:24
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

PENDLETON PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -4 PM 12:22

The undersigned Incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Pendleton Properties, Inc.

2. Principal Office. The principal office of the Corporation is:

5053 Ocean Boulevard #6
Sarasota, Florida 34242

3. Mailing Address. The mailing address of the Corporation is:

5053 Ocean Boulevard #6
Sarasota, Florida 34242

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Patricia Pendleton
5053 Ocean Boulevard #6
Sarasota, Florida 34242

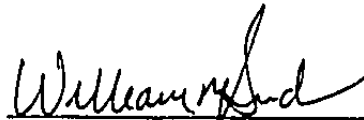
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that she is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

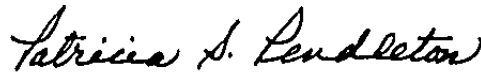
William M. Seider
200 South Orange Avenue
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 31 day of May 1996.



William M. Seider
Incorporator



Patricia Pendleton
Registered Agent