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OFFICES OF ROBERTSON, P. A.  
ATTORNEYS AT LAW

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May 30, 1996

SENT VIA FEDERAL EXPRESS, AIRBILL NO. 7810666883

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

000001848450  
-06/03/96--01060--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Hiwassee Oaks Acquisition Corp.

Dear Sir/Madam:

Pursuant to the incorporation of Hiwassee Oaks Acquisition Corp. enclosed are the following:

1. Original and one (1) copy of fully executed Articles of Incorporation of Hiwassee Oaks Acquisition Corp., the effective date of which is May 28, 1996, the date of execution by the incorporator, pursuant to Article XV thereof;
2. Check no. 1883 in the amount of \$122.50 to cover the following items:

(a) Filing Fees	\$35.00
(b) Certified Copy of Articles	\$52.50
(c) Registered Agent Designation	<u>\$35.00</u>

TOTAL \$122.50

EFFECTIVE DATE  
5-30-96

Please certify the enclosed executed copy of the Articles of Incorporation and return same to the undersigned at your earliest possible convenience.

Very truly yours,

*Cat L. Brower*

Cat L. Brower  
Legal Assistant to  
Bradley J. Davis

FILED  
96 MAY 31 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

:cb  
Enclosures

cc: Kerry M. Grover  
William G. Mitchell

6-5-96  
KR

**ARTICLES OF INCORPORATION**

**OF**

**HIAWASSEE OAKS ACQUISITION CORP.**

**EFFECTIVE DATE**  
**5-30-96**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is Hiawassee Oaks Acquisition Corp.

The principal place of business and the mailing address is 390 N. Orange Avenue, Suite 800, Orlando, FL 32803.

**ARTICLE II**  
**DURATION**

The period of its duration is perpetual.

**ARTICLE III**  
**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, at \$.01 par value.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and registered office of this corporation shall be as follows:

Bradley J. Davis  
390 N. Orange Avenue, Suite 800  
Orlando, FL 32801

**FILED**  
**96 MAY 31 PM 4:35**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than THREE (3).

The names and addresses of the initial directors of this corporation are:

William C. Gow  
17 Butler Island Rd.  
Darien, CT 06820

Glenn J. Reinardy  
2 Nash Island  
Darien, CT 06820

Chester T. Smith  
39 Lakeview Avenue  
New Cannan, CT 06840

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is:

Huntoon Hastings Capital Corp.  
c/o Kerry Grover, Esq.  
9 Old Kings Highway South  
Darien, CT 06820

**ARTICLE VIII**  
**DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this corporation.

**ARTICLE IX**  
**INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

**ARTICLE X**  
**AMENDMENT OF ARTICLES**

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote.

**ARTICLE XI**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

**ARTICLE XII**  
**SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XIII**  
**REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE XIV**  
**INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XV**  
**EFFECTIVE DATE OF INCORPORATION**

This corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

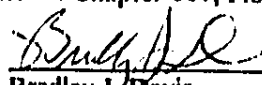
[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of May, 1996.

Huntoon Hastings Capital Corp., a Connecticut corporation

By:   
Philip G. Holmes, Vice President  
Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 607, Florida Statutes (1993).

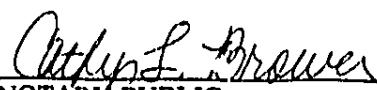
  
Bradley J. Davis  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of May, 1996, by Bradley J. Davis, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

My Commission Expires:

CATHY L. BROWER  
Notary Public, State of Florida  
My Comm. Expires Aug. 11, 1998  
Comm. No. CC399961

  
NOTARY PUBLIC  
Name: CATHY L. BROWER  
Address: 390 N. ORANGE AVE.  
ORLANDO, FL 32803

FILED  
96 MAY 31 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA