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JAMES W. KAYWELL

June 20, 1996

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

100001874511
-06/25/96--01054--0116
***131.25 ***131.25

SUBJECT: AMERICAN LAND HOLDINGS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and designation of registered agent/office and a check for:

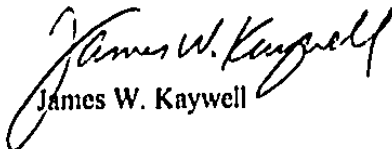
// \$70.00 // \$78.75 // \$122.50 /X/ \$131.25

Please return to the letterhead address, the following

[X] Certified Copies of the Articles of Incorporation and Designation of Registered Agent

[X] Certificate of Status/Good Standing.

Very truly yours,
JAMES W. KAYWELL, P.A.


James W. Kaywell

JUN 26 1996

BSB

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN LAND HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is AMERICAN LAND HOLDINGS, INC.

ARTICLE II

The corporation shall have the power:

1. To engage in the business of acquiring, holding, owning developing, managing, and selling real property and interests therein.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is Thirteen Thousand shares, and shall have a par value of \$.10 per share. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE IX

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE X

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE XI

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three (3) directors whose name and addresses are as follows:

Paige Kreegel	John D. Myers	Raymond R. Burgess
2081 Sandy Pine Dr.	1922 Mississippi Ave.	2265 Bremen Court
Punta Gorda, FL 33950	Grove City, FL 34224	Punta Gorda, FL 33950

ARTICLE XII

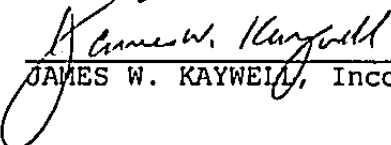
The initial registered agent of the corporation is James W. Kaywell. The street address of the corporation's initial registered office is 201 W. Marion Avenue, Suite 207, Punta Gorda, FL 33950.

ARTICLE XIII

The name and address of the incorporator of the corporation is James W. Kaywell, 201 W. Marion Avenue, Suite 207, Punta Gorda, FL 33950.

IN WITNESS WHEREOF, the undersigned being all of the incorporators of said corporation execute these articles of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: *June 21, 1996*



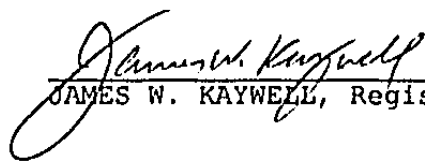
JAMES W. KAYWELL, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:
AMERICAN LAND HOLDINGS, INC.
2. The name and address of the registered agent and office is:
James W. Kaywell
201 W. Marion Avenue, Suite 207
Punta Gorda, FL 33950.

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.


JAMES W. KAYWELL, Registered Agent
66 JUN 24 PM 1:27
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA