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June 27, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000001881800
-07/02/96--01112--013
*****122.50 *****122.50

Dear Madam/Sir:

Enclosed please find Articles of Incorporation and Designation of Registered Agent for the proposed corporate entity, North Windemere Development Co., along with the filing fee of $122.50. If the documents are in order, please issue the certificate and return copies to the undersigned at your earliest convinience.

Sincerely,

Angus C Rogers

Angus C. Rogers

ACR/su

enc.

ANGUS ROGERS
PO BOX 15592
SARASOTA FL 34277

FILED
96 JUL -1 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 JUL -1 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-27-96

BMC 7.5.96

FILED
96 JUL -1 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NORTH WINDEMERE DEVELOPMENT CO.

EFFECTIVE DATE
6-27-96

The undersigned incorporator, for the purposes of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is North Windemere Development Co.

ARTICLE II - DURATION

This corporation shall exist perpetually. This corporation shall commence on the date of subscription and acknowledgment.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of $1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 615-F Herndon Ave., Orlando, Florida 32803.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be: 615-F Herndon Ave., Orlando, Florida 32803 and the registered agent at such office is Angus C. Rogers.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be two. The number of directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one.

B. The name and address of the initial directors and officers of this corporation are as follows:

NAME	ADDRESS	OFFICE
Angus C. Rogers	615-F Herndon Ave. Orlando, FL 32803	D, PRES, SEC, TRES.
Kerry W. Kirby	201 St. Charles Ave. Suite 2500 New Orleans, LA 70170	D, VP

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the Shareholders if the Shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

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

Angus C. Rogers 615-F Herndon Ave.
Orlando, FL 32803

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of June, 1996.

Angus C Rogers

ANGUS C. ROGERS, Incorporator

FILED
95 JUL -1 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent and to accept service of process for North Windemere Development Co., at the place designated the Articles , 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.

27 June 96

Date

Angus C Rogers

ANGUS C. ROGERS, Registered Agent