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JOHN M. SPOTTSWOOD, JR.
WILLIAM R. SPOTTSWOOD

OF COUNSEL
JOHN M. SPOTTSWOOD (1920-1978)

July 10, 1996

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Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: Bass/Poinciana Plaza, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$122.50 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,

JOHN M. SPOTTSWOOD, JR.

/rrg

Enclosures

Federal Express

FILED
96 JUL 11 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

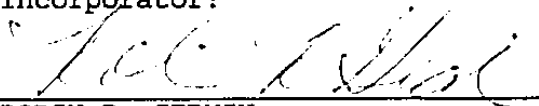
7/10/96
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ARTICLES OF INCORPORATION

- FILED
JUL 11 PM 1:35
CLERK OF DISTRICT COURT
JUL 11 1996
- FIRST: The name of this corporation is: Bass/Poinciana Plaza, Inc.
- SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The name and address of the initial registered agent of this corporation is: Robin R. Gedmin, 500 Fleming Street, Key West, FL 33040.
- FIFTH: The name and address of the initial director is: Howard Bass, P.O. Box 5078, Aspen, CO 81612. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH: The name and address of the incorporator of this corporation Robin R. Gedmin, whose address is 500 Fleming Street, Key West, FL 33040.
- SEVENTH: This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.
- EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH: The address of the corporation is 3412 Duck Avenue, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of June, 1996.

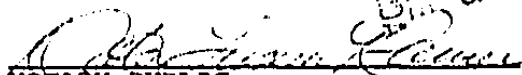
Incorporator:


ROBIN R. GEDMIN

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 10th day of July, 1996, by ROBIN R. GEDMIN, who is personally known to me.

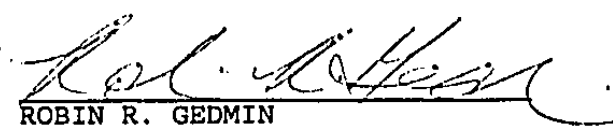

NOTARY PUBLIC



DEBRA LYNN RAINER
Printed Name of Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent contained in the foregoing Articles of Incorporation.


ROBIN R. GEDMIN