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BERGER & DAVIS, P.A.
ATTORNEYS AT LAW

FILED
96 JUL 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 22, 1996

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VIA OVERNIGHT DELIVERY

Ms. Elizabeth Moss
Berger & Davis, P.A.
215 S. Monroe Street, #804
Tallahassee, Florida 32301

Re: Trolley Land Holding, Inc.
Our File No. 3607.001

Dear Elizabeth:

Enclosed are duplicate original Articles of Incorporation for the above proposed corporation. Please file same with the Florida Department of State upon receipt and return a "filed" stamped copy to me by regular mail. In addition, please send me a copy of the filed document by facsimile as soon as possible.

Thank you for your assistance.

Sincerely,

BERGER & DAVIS, P.A.

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Encs. -
cc: Mr. Joseph Dennis Perez, Sr. (w/enc.)
Leonard K. Samuels, Esq.
Lawrence C. Callaway, III, Esq.

ARTICLES OF INCORPORATION
OF
TROLLEY LAND HOLDING, INC.
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Trolley Land Holding, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

806 S. Military Trail
Deerfield Beach, Florida 33442-2985

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Lawrence C. Callaway, III.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
JOSEPH DENNIS PEREZ, SR.	806 S. Military Trail Deerfield Beach, FL 33442-2985

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

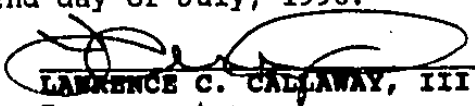
<u>Name</u>	<u>Address</u>
LAWRENCE C. CALLAWAY, III	100 N.E. 3rd Avenue, Suite 400 Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of July, 1996.


LAWRENCE C. CALLAWAY, III
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

SS:

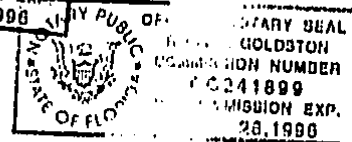
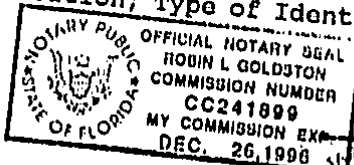
Sworn to and subscribed before me this 22nd day of July, 1996,
by LAWRENCE C. CALLAWAY, III.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced

NOTARY PUBLIC:

Sign: Robin L. Goldston
Print Name: Robin L. Goldston
Commission No.: CC241899
My Commission Expires: 12/26/96



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of TROLLEY LAND HOLDING, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of TROLLEY LAND HOLDING, INC.

Date: 7/22/96

Lawrence C. Callaway, III
Lawrence C. Callaway, III
Initial Registered Agent

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95 JUL 23 PM 12:04
CLERK OF STATE
TALLAHASSEE, FLORIDA