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CHUMENTO, GUNTHER, EMERY & ROSENBERG, P.A.

Michael D. Chumento
Paul M. Gunther, Jr.
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Jerome Rosenberg

4 Old Kings Road North
Suite B
Palm Coast, FL 32137

Palm Coast (904) 445-8900
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September 13, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: GAP OF FLAGLER, INC.

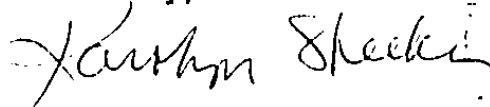
SEP 13 1996
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****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning GAP OF FLAGLER, INC., together with our firm's check in the amount of \$122.50 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,



Karolyn Sheekey
Secretary

encl.

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ARTICLES OF INCORPORATION

of

GAP OF FLAGLER, INC.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

GAP OF FLAGLER, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate a real estate development and investment business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a value of \$10.00 each share. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 326 Moody Blvd., Flagler Beach, FL 32136. The initial mailing address of this corporation is P.O. Box 1836, Flagler Beach, FL 32136. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Albert Esposito	P.O. Box 1836 Flagler Beach, FL 32136

ARTICLE VIII. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

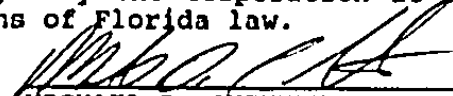
<u>Name</u>	<u>Address</u>
Michael D. Chiumento	4B Old Kings Road North Palm Coast, FL 32137

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. REGISTERED AGENT AND OFFICE

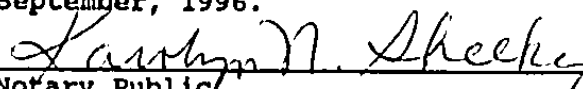
The registered agent and office for this corporation shall be Michael D. Chiumento, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.

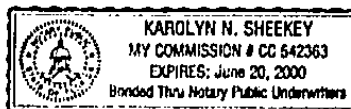

MICHAEL D. CHIUMENTO

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL D. CHIUMENTO, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation. Declarant is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 13 day of September, 1996.


Notary Public
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT GAP OF FLAGLER, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 326 MOODY BLVD., FLAGLER BEACH, FL 32136, HAS
NAMED MICHAEL D. CHIUMENTO, ESQUIRE, 4 OLD KINGS ROAD NORTH, SUITE
B, STATE OF FLORIDA, 32137 AS ITS REGISTERED AGENT AND OFFICER TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


MICHAEL D. CHIUMENTO

DATE: 9/13, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


MICHAEL D. CHIUMENTO
REGISTERED AGENT

DATE: 9/13, 1996

FILED
SEP 15 2 13 PM '96
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA