

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
TAL: 222-0731
904 209311

800-342-8086

P96000081198



PRESTIGE II LLC
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 104654 7112920

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 1, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 104654

CUSTOMER NO: 7112920

CUSTOMER: Ms. Wanda Hendricks
WOODWARD PIRES AND LOMBARDO

Suite 640
801 Laurel Oak Drive
Naples, FL 34108

6000001960816
10/01/96-01005-016
****122.50 ****122.50

DOMESTIC FILING

NAME: EQUITY II INVESTMENTS &
DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED
96 OCT -1 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -1 AM 10:07
DIVISION OF CORPORATION
10-1-96
KR

The undersigned subscriber to these Articles of Incorporation being competent to contract, hereby states the desire to form a corporation under the laws of the State of Florida.

ARTICLES OF INCORPORATION
OF
EQUITY II INVESTMENTS & DEVELOPMENT, INC.

I. NAME

The name of the corporation is Equity II Investments & Development, Inc.

II. NATURE OF BUSINESS

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

III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock, all shares being with a par value of One Dollar (\$1.00).

IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

V. TERM OF EXISTENCE

This corporation is to exist perpetually.

VI. ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 801 Laurel Oak Drive, Suite 640, Naples, FL 34108.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may, from time to time, be increased by the By-laws adopted by the stockholders.

VIII. INITIAL DIRECTORS

The name and address of the first Board of Directors is: S. Charles Bennett, III, of 5020 Tamiami Trail North, Suite 200, Naples, FL 34103.

IX. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Mark J. Woodward, 801 Laurel Oak Drive, Suite 640, Naples, FL 34108.

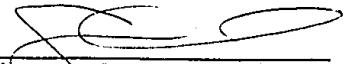
FILED
JAN 11 1971
CLERK OF STATE
TALLAHASSEE, FLORIDA

X. REGISTERED AGENT

Mark J. Woodward, whose address for service of process is 801 Laurel Oak Drive, Suite 640, Naples, FL 34108, shall be the registered agent for the corporation.

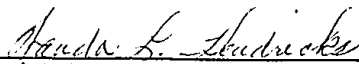
XI. AMENDMENTS

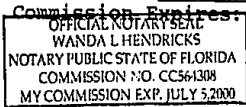
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all the stockholders and all the Directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.


Mark J. Woodward, Subscriber

STATE OF FLORIDA
COUNTY OF COLLIER


The foregoing instrument was acknowledged before me this 27th day of September, 1996, by MARK J. WOODWARD who is personally known to me and who did not take an oath.


Printed Name: _____
Notary Public _____
Commission No. _____

My Commission Expires: _____

OFFICIAL NOTARY SEAL
WANDA L. HENDRICKS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC561308
MY COMMISSION EXP. JULY 5, 2000 (SEAL)

ACKNOWLEDGMENT BY REGISTERED AGENT

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.


Mark-J. Woodward

This instrument prepared by:

Mark J. Woodward, Esquire
Woodward, Pires & Lombardo, P.A.
801 Laurel Oak Drive, Suite 640
Naples, Florida 34108
(941) 566-3131

FILED
53 OCT -1 PM 2:35
NOTARY PUBLIC
STATE OF FLORIDA

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY F. PIRES, JR.
J. CHRISTOPHER LOMBARDO
STEVEN BLOUNT
RUSSEL M. LANE
BURT L. SAUNDERS
OF COUNSEL
* (IN FLORIDA CERTIFIED AS ESTATE ATTORNEY)

P96000081198

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100002214531--1
-06/17/97--01049--006
*****35.00 *****35.00

Ladies/Gentlemen:

Re: Articles of Amendment
Equity II Investments & Development, Inc.

Enclosed are the original and one copy of the
Articles of Amendment for the referenced
corporation together with a check in the
amount of \$35.00 to cover the fees for filing
the Articles. After filing, please return a
date-stamped copy to our office.

Should you have any questions, do not hesitate
in contacting me.

Sincerely,

Wanda L. Hendricks

Wanda L. Hendricks, Sec'y
for Mark J. Woodward

Enclosures as stated

FILED
97 JUN 16 PM 12:29
TALLAHASSEE, FLORIDA

Wanda GAVE
AUTHORIZATION BY PHONE TO
CORRECT *corp name. in* #3
DATE *6-20-97*
DOC. EXAM *ST*

PLEASE RESPOND TO: NAPLES

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402
PELICAN BAY 801 LAUREL OAK DR., SUITE 640, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161


N/C
Done
6/20/97

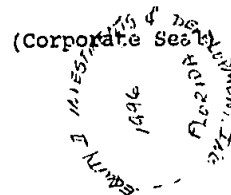
FILED
JUN 16 PM 12:29
TALLAHASSEE, FLORIDA
97

ARTICLES OF AMENDMENT

BE IT HERE KNOWN THAT EQUITY II INVESTMENTS & DEVELOPMENT, INC., a duly registered corporation in the State of Florida, being officially registered October 1, 1996, under document number P96000081198, files this Amendment to its Articles of Incorporation:

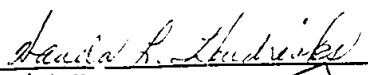
1. The name of the corporation is EQUITY II INVESTMENTS & DEVELOPMENT, INC.
2. This Amendment to the Articles of Incorporation hereby changes the name to CAMELOT PARK INVESTMENTS, INC.
3. This Amendment was adopted by unanimous vote of all the shareholders of EQUITY II INVESTMENTS & DEVELOPMENT, INC., on the 13th day of June, 1997.

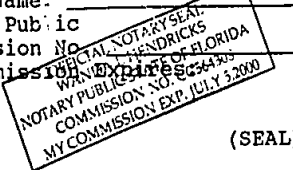

S. Charles Bennett, III
Sole Shareholder



STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before this 13th day of June, 1997, by S. Charles Bennett, III, Sole Shareholder of Equity II Investments & Development, Inc., on behalf of the corporation. He is personally known to me and did not take an oath.


Print Name: _____
Notary Public
Commission No. _____
My Commission Expires _____



(SEAL)