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September 27, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

100001960121
-10/01/96--01002--006
****122.50 ****122.50

RE: The Celestine Properties Corporation

Gentlemen:

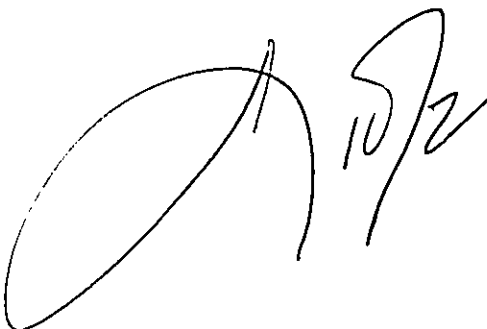
Please file the enclosed Articles of Incorporation and send the certified copy and your acknowledgement to me in care of this office. Enclosed is our check in the sum of \$122.50 representing your filing fees.

Very truly yours,


H. RANDOLPH KLEIN

HRK/kp
enc.

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DIVISION OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

THE CELESTINE PROPERTIES CORPORATION

The undersigned hereby organizes and subscribes to these Articles of Incorporation under the laws of Florida.

I.

The name of the corporation shall be:

THE CELESTINE PROPERTIES CORPORATION

II.

The general purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III.

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1,000 shares of no par value stock, which stock shall qualify under Section 1244, Internal Revenue Service Code.

IV.

The corporation's principal office and its registered office shall be:

**2790 SW 87 Place
Ocala, Florida 34476**

and the name of its initial Registered Agent at such address shall be: **VINCENT P. CELESTE**

V.

The corporation shall have no Directors and the business of

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CLERK OF STATE
TALLAHASSEE FLORIDA

the corporation shall be managed by the stockholders.

VI.

The name and address of the incorporator is:

VINCENT P. CELESTE
2790 SW 87 Place
Ocala, Florida 34476


IN WITNESS WHEREOF, the incorporator has caused this
instrument to be executed this 27th day of September, 1996.


VINCENT P. CELESTE

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public this day personally appeared
VINCENT P. CELESTE, () who is/are personally known to me or
produced H.D.L. as identification who
executed the foregoing instrument and acknowledged before me the
execution thereof for the uses and purposes therein stated and
expressed.


WITNESS my hand and official seal at Ocala, Marion County,
Florida, this 27th day of September, 1996.


Notary Public, State of Florida
My commission expires:



H. RANDOLPH KLEIN
MY COMMISSION # CC284771 EXPIRES
June 12, 1997
BONDED THROUGH TROY FAIR INSURANCE, INC.

Having been named Registered Agent of THE CELESTINE PROPERTIES CORPORATION, I hereby accept said office and agree to comply with the provisions of Chapter 607, Florida Statutes as same pertain to the office of Registered Agent.



VINCENT P. CELESTE
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA