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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 117566 158152A

AUTHORIZATION :

Patricia P. Smith

COST LIMIT : \$ 70.00

ORDER DATE : October 11, 1996

ORDER TIME : 10:37 AM

ORDER NO. : 117566

CUSTOMER NO: 158152A

CUSTOMER: Mr. Harold O. Miller
MR. HAROLD O. MILLER

600001971576

Suite 250
400 South Tamiami Trail
Venice, FL 34285

DOMESTIC FILING

NAME: GREENTREE HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED
96 OCT 11 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 11 AM 11:44
DIVISION OF CORPORATION

KR
10.11.96

FILED
96 OCT 11 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GREENTREE HOLDINGS, INC.**

The undersigned, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1. NAME

- 1.1) Name. The name of the corporation shall be: Greentree Holdings, Inc.

ARTICLE 2. NATURE OF BUSINESS

- 2.1) Nature of Business. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 3. CAPITAL STOCK

- 3.1) Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 200 shares of Common Stock, having a par value of \$1.00 per share.
- 3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors,

every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payment of Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders of the Common Stock, from time to time shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

ARTICLE 4. PERIOD OF DURATION

4.1) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5. REGISTERED AGENT AND ADDRESS

5.1) Address. The business address of the corporation shall be 400 S. Tamiami Trail, Venice, Florida 34246. The Board of Directors may, from time to time, move the principal office to any other address in Florida, upon giving notice, if required, to the Florida Secretary of State.

5.2) Registered Agent. The Registered Agent of the corporation shall be Harold O. Miller, Esquire, whose business office is 400 S. Tamiami Trail, Suite 250, Venice, Florida 34285.

ARTICLE 6. DATA RESPECTING DIRECTORS

6.1) Initial Board of Directors. The initial Board of Directors shall consist of one (1) member. The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The name and address of the member of the initial Board of Directors, who shall serve until the first annual meeting of stockholders or until his successors shall have been elected and qualified is:

Robert Furman, 400 S. Tamiami Trail, Suite 250, Venice, Florida 34285

ARTICLE 7. INCORPORATOR

7.1) Incorporator. The name and address of the incorporator signing these Articles of Incorporation is: Harold O. Miller, 400 S. Tamiami Trail, Suite 250, Florida 34246.

ARTICLE 8.
PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION

8.1) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation..

ARTICLE 9. AMENDMENTS

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any other amendment hereto, subject to this reservation.

ARTICLE 10. BEGINNING OF CORPORATE EXISTENCE

10.1) Beginning of Corporate Existence. Corporate existence shall begin on the same date these Articles are received by the Secretary of State.

WHEREFORE, the incorporator, and the registered agent, have executed these ARTICLES on the 10th day of October, 1996.

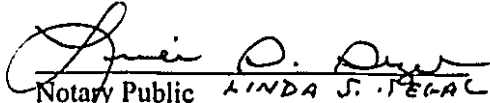

Harold O. Miller

STATE OF FLORIDA
COUNTY OF SARASOTA

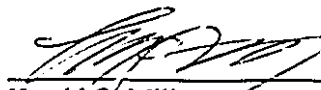
I hereby certify that on this day, before me, personally appeared Harold O. Miller, who is personally know by me or who produced _____ as identification, and who executed the foregoing instrument and acknowledged before me that he/she executed same.

WITNESS my hand and official seal in the County and State last aforesaid, this 10th day of October, 1996.

LINDA S. SEGAL
Notary Public, State of Florida
Commission #CC605402
Bonded By Western Surety Co.
Commission Expires November 7, 1999


Notary Public LINDA S. SEGAL
Print Name: _____
My Commission Expires: 11-07-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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 REGISTERED AGENT.


Harold O. Miller

Date: October 10, 1996

FILED
96 OCT 11 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA