

FROST & JACOBS

4091 TAMAMI TRAIL NORTH • SUITE 220 • NAPLES, FLORIDA 33940-8703 • (941) 261-0582 • FACSIMILE: (941) 261-2083

PP910000086993

JAMES B. WACHS
RONALD E. HEINLEN
JAMES H. ADAMS
WILLIAM D. HANNEY, III
JOHN S. BETH
PETER L. CUNNINGHAM
EDMUND J. ADAMS
ALBERT S. HECKIN, III
LAWRENCE H. KYIE, JR.
T. STEPHEN PHILLIPS
THOMAS P. MEHNERT
JAMES K. L. LAWRENCE
ROBERT A. DIMLING
GERALD L. DALWIN
RICHARD J. FRICKSON
FREDERICK J. MCGAVRAN
NEIL GARDLIN
JOHN H. APPEL
MICHAEL F. HAVENKAMP
JOSEPH J. DEHNERT
SAMUEL M. SCODDING
SUSAN DROGAN FALKER
JEFFERY R. HURN
THOMAS A. SWORE
DENNIS J. MURPHY
TODD H. BAILEY
LARRY H. MCILLIN
MARK H. LONDRHECKER, JR.
GEORGE E. YUDD
DAVID O. HORN

WILLIAM H. HAWKINS, II
DONALD L. GRAIN
MYRON L. DALE
THOMAS V. WILLIAMS
RICHARD OBERSCHMIDT
MARTIN S. MOONBY
DAVID C. OLSON
JOHN J. CADWALLADER
P. THOMAS LAMBERS
KATHLEEN W. CARP
WALTER F. MAGGHEITY
MICHAEL H. YARBROUGH
DAVID I. CRIDALL
THOMAS E. TAYLOR
ELIZABETH K. LAWLER
CHARLES E. SCHROEDER
PAUL W. CASPER, JR.
FREDERICK W. RINDEL
DOUGLAS E. HART
RICHARD M. OSEHLER
BETH A. MYRE
DEBORAH S. ADAMS
JOHN E. BAINEB
PATRICIA D. LAUR
JOSEPH W. FLYE
DREDOGH P. ADAMS
ROSE BAUGHNER, II
DENISE H. MCGLELLAND
STEPHEN H. HAUGHEY
WILLIAM C. STRANFORD

GRANT S. COWAN
CLAUDIA L. SCHAEFER
VINCENT E. MAUER
W. RUSSELL WILSON
BETH SCHNEIDER NAYLOR
KIM MARTIN LEWIS
GREG P. MITCHELL
WILLIAM W. FORD, III
RAYMOND D. NEUSCH
DOUGLAS D. THOMPSON
CARLA MAUNZ RUSCONI
FERN F. GOLDMAN
BARBARA F. APPELGARTH
DANIEL J. PICARD
WILLIAM L. BENNETT, III
KEVIN H. MCMURRAY
JOHN O. KRUG
O. SCOTT QUINNEY
DONALD E. GOLD
MINA JONES JEFFERSON
DAVID S. RENGE
DANIEL W. SCHAFER
NANCY H. RUE
ADAM P. HALL
HILMA M. JERRET
SCOTT D. PHILLIPS
JOHN C. CUMMINGS
DOUGLAS HALPERT
JEFFREY N. LINDEMANN
MATTHEW S. MESSARELLI

CHRISTOPHER J. WILSON
CHRISTA F. NORDLUND
MARYELLEN S. MYNARD
BRYAN MEDLEY LUGGI
COURTIS A. HARRIS
JONATHAN A. CONTE
J. PAUL ALLEN
ELIZABETH A. STAUBERG
BRYAN S. BLADE
SHANNON UPTON JOHNSON
DOUGLAS S. LUTZ
DAVID A. BRIDGEMAN, JR.
JACK S. HARRISON
STUART S. FRANKEL
MICHAEL F. MARSHLEY
DOROTHY KIM
DONALD R. LONGWELL, JR.
MICHAEL R. MCHIBA
CAROLINE BOEH BASSELER
BERNARD L. MCKAY
THOMAS R. ALLEN
RUTH ANNE WOLFE
NANCY A. LEBER
JOANNE C. WIDEMAN
CHRISTOPHER C. SHUMAN
STEPHEN J. SCHALLER
CHARLES B. ROBBINS
DONALD S. SEVER
CHRISTOPHER S. HABEL

BRADLEY J. CASE
ELISA S. ABBS
SANDRA L. MUNN
KARI KOENIG WALTER
DANIEL S. BAILEY

PATENT TRADEMARK AND
COPYRIGHT ATTORNEYS
DIBSON R. YUNGBLUT
JAMES H. HAYES
DAVID R. SCHMIT
BRYAN J. GOLDRSTEIN
KENNETH R. DERMANN
EDWIN M. ACHESON, JR.
STEPHEN E. GILLEN
LOUIS K. FELDING
FREDERICK H. GRISWELL
MARTIN J. MILLER
SCOTT J. RIERING
RITA MIRMAN
ANN GALLAGHER ROBINSON
KEVIN S. SPRECHER

SENIOR PARTNERS
CHARLES G. MCHITA
HENRY W. HOBSON, JR.
DENNIS J. HARRISON
J. LEONARD BIEWERTER II
DONALD MCG ROSE

COUNSEL
JERRY L. COWAN
BARRY J. FEVER
JACOBSON V. WHITE, II
LAWRENCE E. FORGY
THOMAS D. ANTHONY
WOLLY A. HARMON
KIMBERLY K. MAUER
DOUGLAS S. TRIPP
H. CHRISTO LASSITER
ALAN H. STRASSER
ANTHONY W. HOBSON

RETIRED PARTNERS
WILLIAM H. SEAMAN
H. O. KLAUSMEYER
JAMES C. HADLEY
JOSEPH J. CONNUGHTON
DANIEL P. DOOLEY
JOHN K. ROBE
VERENA SMITH
JOHN W. MELVILLE
JOSEPH V. HOFFMAN
STANLEY H. POSTER
*ADMITTED IN FLORIDA

October 14, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

500001982315--7
-10/22/96--01041--013
****122.50 ****122.50

RE: Articles of Incorporation
Manfried Stoeckle Enterprises, Inc., a proposed Florida corporation

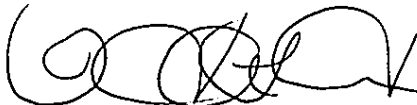
Dear Secretary of State:

Enclosed are original executed Articles of Incorporation for Manfried Stoeckle Enterprises, Inc., a Florida corporation, together with TMH Development Company, Inc. Check No. 1008 in the amount of \$122.50 made payable to your order for filing fees. Please return a certified copy of the articles to this office in due course.

Thank you.

Sincerely,

FROST & JACOBS LLP



Holly A. Harmon
Attorney at Law
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 21 PM 1:14

HAH:sdt
Enclosures

9/10/22/96

**ARTICLES OF INCORPORATION OF
MANFRIED STOECKLE ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 21 PM 1:14

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation ("the corporation") is MANFRIED STOECKLE ENTERPRISES, INC.

ARTICLE II

PRINCIPAL OFFICE: The street address of the principal office of this corporation is 4099 Tamiami Trail North, Suite 211, Naples, Florida 34103. The mailing address of the principal office of the corporation is Post Office Box 413005, Naples, Florida 34133.

ARTICLE III

SHARES: The number of shares of stock that the corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares. Each share of said stock shall have a par value of one United States Dollar (\$1.00). Said stock is comprised of one class which has unlimited voting rights and is entitled to receive the net assets of the corporation upon dissolution.

ARTICLE IV

CORPORATE DURATION: The duration of the corporation is perpetual. The corporate existence shall commence upon receipt, for the issuance of shares, of a capital contribution of \$1,000.00 in the form of funds, services or real or personal property, but in no event shall the corporate existence commence later than (90) days from the date of filing of these articles.

ARTICLE V

PURPOSE OR PURPOSES: The general purpose or purposes for which the corporation is organized is to acquire, finance, develop and sell real estate, to transact any and all other lawful

business for any lawful purpose or purposes for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business, and to do such other things as are incidental to the above or necessary or desirable in order to accomplish the above stated purpose or purposes.

ARTICLE VI

POWERS: For the accomplishment of its purpose or purposes, the corporation shall have all of the common law and statutory powers and duties of a corporation for profit, except as limited or modified by these Articles or by the Florida Business Corporation Act, as they may hereafter be amended from time to time.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of the corporation is 4099 Tamiami Trail North, Suite 211, Naples, Florida 34103. The mailing address of the initial registered office of the corporation is Post Office Box 413005, Naples, Florida 34133.

The name of the initial registered agent at said street address is Timothy M. Howley.

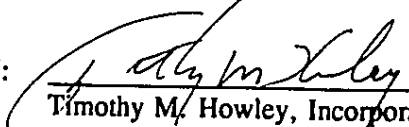
ARTICLE VIII

INCORPORATOR NAME AND ADDRESS:

The name of the sole incorporator is Timothy M. Howley and the business street address of the sole incorporator is 4099 Tamiami Trail North, Suite 211, Naples, Florida 34103.

WHEREFORE the incorporator has caused these presents to be executed this 7 day of October, 1996.

BY:


Timothy M. Howley, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

FILED
CLERK OF STATE
CORPORATIONS
96 OCT 21 PM 1:14

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

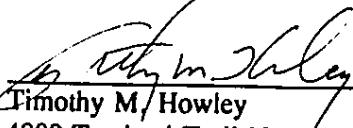
1. The name of the corporation is:


MANFRIED STOECKLE ENTERPRISES, INC.

2. The name of the registered agent and the address of the registered office is:

Timothy M. Howley, Registered Agent
4099 Tamiami Trail North, Suite 211
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Timothy M. Howley
4099 Tamiami Trail North, Suite 211
Naples, Florida 34103

 7/29/96
(DATE)