

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
 NOV 13 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	11/14		
TIME			CK No.
BY			

WALK-IN Will Pick Up 10:00 *WV*

RE: New Tampa Improvement District, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement	****122.50	****122.50
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

96 NOV 14 PM 1:40
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

RECEIVED
 NOV 14 AM 10:17
 DIVISION OF CORPORATION

EFFECTIVE DATE
NOV 13 1996

ARTICLES OF INCORPORATION
OF
NEW TAMPA IMPROVEMENT DISTRICT, INC.

FILED
96 NOV 14 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is NEW TAMPA IMPROVEMENT DISTRICT, INC. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of the Corporation is 401 Providence Road, Brandon, Florida 33511.

ARTICLE III. DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV. PURPOSE

This Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes 1995 as presently enacted and as it may be amended from time to time.

ARTICLE V. CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

NAME

JOHN S. INGLIS

ADDRESS

Shumaker, Loop & Kendrick
101 E. Kennedy Blvd., Suite 2800
Tampa, Florida 33602

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be changed from time to time as provided for by the Bylaws.

The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
WARREN KINSLER	401 Providence Road Brandon, Florida 33511
LEONARD WILF	820 Morris Turnpike Short Hills, New Jersey 07078
ZYGMUNT WILF	820 Morris Turnpike Short Hills, New Jersey 07078
MARK WILF	820 Morris Turnpike Short Hills, New Jersey 07078

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN S. INGLIS	Shumaker, Loop & Kendrick 101 E. Kennedy Blvd., Suite 2800 Tampa, Florida 33602

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of November, 1996.

John S. Inglis
JOHN S. INGLIS, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of November, 1996, by JOHN S. INGLIS, who is personally known to me.



LARI G. ASH
My Commission Expires Dec. 13, 1998
Bonded by NAJ
800-422-1688

Lari G. Ash
NOTARY PUBLIC
Name: LARI G. ASH
My Commission Expires:

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

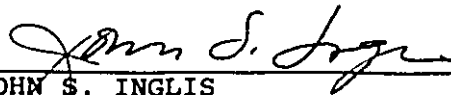
The following is submitted in compliance with Section 607.0505 of the Florida Statutes.

NEW TAMPA IMPROVEMENT DISTRICT, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named JOHN S. INGLIS, located at 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, as its agent to accept service of process within this State.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.

DATED: November 13, 1996



JOHN S. INGLIS
Registered Agent

FILED
96 NOV 14 PM 1:40
TALMADGE, FLORIDA