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PRENTICE HALL

LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 171301 5236A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 2, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 171301-005

CUSTOMER NO: 5236A

400002016724--9
-12/02/96--01013--005
****122.50 ****122.50

CUSTOMER: Robert W. Federspiel, Esq.
SPINNER DITTMAN FEDERSPIEL
& DOWLING

501 East Atlantic Avenue
Delray Beach, FL 33483

DOMESTIC FILING

NAME: LAKESIDE HOLDING COMPANY, 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: Daniel W Leggett

EXAMINER'S INITIALS:

DEC 2 1996 BSB

FILED
96 DEC -2 AM 11:17 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FL 32301
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
of
LAKESIDE HOLDING COMPANY, INC.

FILED

96 DEC -2 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is LAKESIDE HOLDING COMPANY, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

To engage in the business of holding subsidiaries for nurseries, hotels/motels and restaurants, and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of ten dollar (\$10.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - Capital

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 6020 Le Lac Road, Boca Raton, Florida 33496, and the name of the initial registered agent of this corporation is H. RIC LUHRS.

ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The

H. Ric Luhrs
6020 Le Lac Road
Boca Raton, FL 33496

ARTICLE VIII - Incorporator

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

H. Ric Luhrs
6020 Le Lac Road
Boca Raton, FL 33496

ARTICLE IX - Amendment

This corporation reserves the right to amend or repeal any provisions 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 27th day of November, 1996.



H. Ric Luhrs

STATE OF FLORIDA

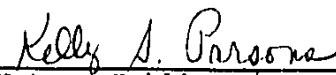
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared H. RIC LUHRS, who is personally known to me or who produced _____ as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 27th day of November, 1996.



KELLY S. PARSONS
MY COMMISSION # CC345812 EXPIRES
February 1, 1998
BONDED THIRD TROY FAIR INSURANCE, INC.



Notary Public Kelly S. Parsons
State of Florida
My commission expires: 2-1-98
(SEAL)

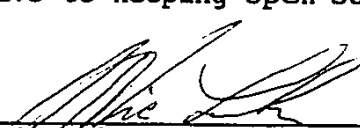
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that Lakeside Holding Company, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named H. RIC LUHRS, located at 6020 Le Lac Road, City of Boca Raton, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


H. Ric Luhrs

FILED
96 DEC -2 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA