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AMBASSADOR HOTEL

420 N. JULIA STREET

JACKSONVILLE, FLORIDA 32202

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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

R. OUESSEN DEC 10 1996

ARTICLES OF INCORPORATION

OF

GENERAL DEVELOPMENT, INC.

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

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ARTICLE I - NAME

The name of this corporation shall be GENERAL DEVELOPMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be located at 2822 Circle Ridge Dr., City of Orange Park, County of Clay, State of Florida.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of the State.

ARTICLE IV - PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the business of real estate development.
2. To 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 foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) per value common stock which shall be designated as "Common Shares".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rate portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation or any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII - INITIAL REGISTERED OFFICE AGENT AND PRINCIPAL OFFICE LOCATION

The corporation shall have a director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation are:

James D. Williams
James B. Williams
Joyce A. Williams

ARTICLE IX - INCORPORATION

The name and address of the Incorporator signing these articles is: James D. Williams, 2822 Circle Ridge Dr., Orange Park, Clay County, Florida 32065.

ARTICLE X - INDEMNIFICATIONS

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

STATE OF FLORIDA)
COUNTY OF Deval)

I HEREBY CERTIFY that on this date before me, an officer duly authorized in the above-mentioned state and county to take acknowledgements, personally appeared, James D. Williams, known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Produced Fla. Driver's License

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 11th day of December, 1996.

Barbara L. Serokee
Notary Public

BARBARA L. SEROKEE
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Mar. 22, 1997
Commission No. CC 270842



My commission expires:

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I the undersigned incorporator, have executed these Articles of Incorporation this 11th day of December, 1996.


James D. Williams

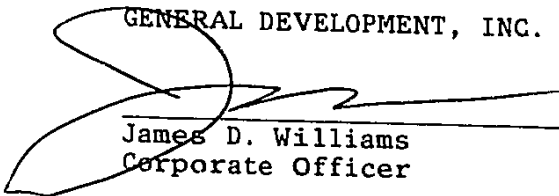
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PRINCIPAL PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.

FIRST, that General Development, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2822 Circle Ridge Dr., Orange Park, Florida 32065, has named James D. Williams, 2822 Circle Ridge Dr., Orange Park, Florida 32065, as its agent to accept service of process within Florida.

DATED, this 11th day of December, 1996.

GENERAL DEVELOPMENT, INC.

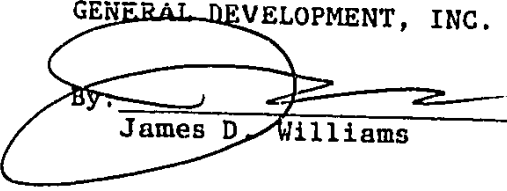

James D. Williams
Corporate Officer

Title: President

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.

DATED this 11th day of December, 1996.

GENERAL DEVELOPMENT, INC.

By. 
James D. Williams

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