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OF COUNSEL
STEVEN H. BROTMAN

December 20, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Hill Pine Land Co. of Tampa

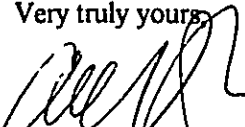
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Resident Agent's Designation	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

Please return the certified copy of the Articles to the undersigned. Thank you for your cooperation.

Very truly yours,


ALFRED I. HOPKINS

AIH:wpd:mv
Enclosure

D:\MAIN\BARKETT\NINER\L-STATE RE AOI-11-25-96

21ST FLOOR
NATIONSBANK TOWER AT
INTERNATIONAL PLACE
100 SOUTHEAST 2ND STREET
MIAMI, FLORIDA 33131

TELEPHONE (305) 371-2223
BROWARD (305) 512-5688
FAX (305) 373-2073

FILED
96 DEC 24 PM 12:21
TALLAHASSEE, FLORIDA

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P. O. BOX 1000

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ARTICLES OF INCORPORATION
OF
HILL PINE LAND CO. OF TAMPA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

HILL PINE LAND CO. OF TAMPA,
a Florida corporation

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TALLAHASSEE FLORIDA

ARTICLE II

This corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

Number of Shares Authorized	Par Value	Class of Stock
7,500	\$1.00	Common

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent, as well as the mailing address of the corporation, are as follows:

SIDNEY M. PERTNOY
100 S.E. Second Street, Suite 2100
Miami, Florida 33131

ARTICLE VI

The name and address of the first director of this corporation is:

CARMEN M. SMITH

ARTICLE VII

The name and address of the Incorporator is:

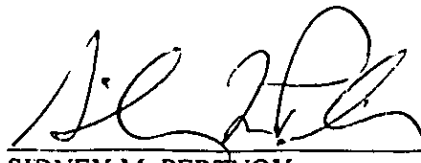
Sidney M. Pertnoy, Esquire
100 S.E. Second Street, Suite 2100
Miami, Florida 33131

ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or

corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 23^d day of DECEMBER, 1996.

 (SEAL)
SIDNEY M. PERTNOY

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

HILL PINE LAND CO. OF TAMPA,

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation, at 2717 Kennedy Boulevard, Tampa, Florida 33609, has named Sidney M.
Pertnoy as its agent to accept service of process within this State.

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

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


(SEAL)
SIDNEY M. PERTNOY, Registered Agent

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