



THE UNITED STATES
CORPORATION
COMPANY

P97000002249

ACCOUNT NO. : 072100000032

REFERENCE : 210942 4718535

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : January 6, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 210942-005

CUSTOMER NO: 4718535

CUSTOMER: Mr. Stuart A. Thompson
PORTER WRIGHT MORRIS & ARTHUR

Suite 400
4501 Tamiami Trail North
Naples, FL 34103

500002046815--8
-01/06/97--01033--002
*****70.00 *****70.00

500002046815--8
-01/06/97--01033--003
*****8.75 *****8.75

DOMESTIC FILING

NAME: LAND,
OZ^A 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

W97-336
LR 1.7.97
1.9.97

FILED
97 JAN -6 PM 1:46
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -6 PM 12:09
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

JAN -9 AM 11:24

DEPT OF CORP. REGISTRATION

January 7, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: OZ, INC.
Ref. Number: W97000000336

RESUBMIT
Please give original
submission date as file date.

We have received your document for OZ, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 797A00000699

**ARTICLES OF INCORPORATION
OF
OZLAND, INC.**

FILED
97 JAN -6 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, adopts these Articles of Incorporation of OZLAND, INC., a Florida corporation, for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I - Name

The name of the Corporation shall be OZLAND, INC.

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - Shares

The maximum aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, par value of \$0.01 per share.

ARTICLE IV - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V - Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred

by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE VII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII - Registered Agent

The registered agent of the Corporation is Stuart A. Thompson. The street address of the Corporation's registered office is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE X - Principal Office

The principal place of business and mailing address of this Corporation shall be 3440 Seventh Avenue S.W., Naples, Florida 34117.

ARTICLE XI - Incorporator

The name and address of the incorporator of these Articles of Incorporation is Stuart A. Thompson, 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE XII - Amendment

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of January, 1997.


Stuart A. Thompson

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501 of the 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 OZLAND, INC.
2. The name and address of the registered agent and office is:

Stuart A. Thompson
4501 Tamiami Trail North, Suite 400
Naples, Florida 34103

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: January 8, 1997.


Stuart A. Thompson

FILED
97 JAN -6 PM 1:46
SECRET
TALLAHASSEE, FLORIDA