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TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)423-4485

NAME: PICERNE KINGS POINT DEVELOPMENT, INC.

AUDIT NUMBER.....H97000001455

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION

OF

PICERNE KINGS POINT DEVELOPMENT, INC.ARTICLE I - NAME

The name of this corporation is PICERNE KINGS POINT DEVELOPMENT, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 1000-A North Orlando Avenue, Winter Park, Florida 32789.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32802, and the name of the initial registered agent of this corporation at that address is Richard J. Fildes, Esquire.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

Robert M. Picerne

1000-A North Orlando Avenue
Winter Park, Florida 32789

This document was prepared by:

W. Terry Costolo, Esq.

Florida Bar Number: 0712523
Lowndes, Droadick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

(Rev. 01/22/97 - 13:41 pm)

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

W. Terry Costolo

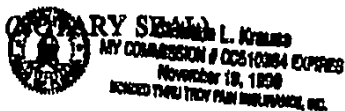
215 North Eola Drive
Orlando, Florida 32802

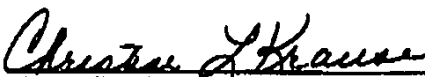
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 23rd day of January, 1997.


W. Terry Costolo, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

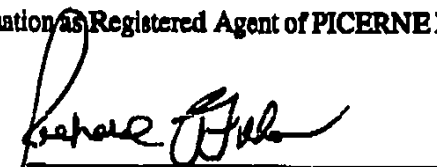
The foregoing instrument was acknowledged before me this 23rd day of January, 1997,
by W. Terry Costolo, who is personally known to me or who has produced
as identification.




Christine L. Krause
Notary Public
Name: _____
Serial No.: _____
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of PICERNE KINGS
POINT DEVELOPMENT, INC.


Richard J. Fildes, Esquire

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WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of PICERNE KINGS POINT DEVELOPMENT, INC.


W. Terry Costolo

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