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ERIC L. BOLVES, ESQ.
Attorney and Counselor at Law
2110 East Robinson Street
Orlando, Florida 32803
(407) 894-1002

February 20, 1997

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Corporate Division

400002095204--6
-02/24/97--01030--015
*****70.00 *****70.00

RE: Lake 12E, Inc.

Dear Sir or Madam:

Enclosed please find the original articles of incorporation and certificate designating registered agent and the amount of \$70.00 as the filing fee. I do not wish a certified copy.

Please note that the Articles of Incorporation include designation of, and acceptance by the Registered Agent.

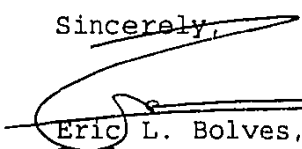
Also, please note that the Articles state that the corporation shall begin as of the date of the complete execution and acknowledgment of the Articles rather than as of the date of filing.

In the event the corporate name as submitted cannot be utilized, please alter the articles utilizing the following proposed alternate names, in the order of preference as listed, without any additional verification being required from our client:

- 1.
- 2.
- 3.

If no alternate name is stated, please call if the name as submitted is not available. Upon acceptance of the charter and the filing thereof by your office, please provide my office at the address stated above, with a certified copy of the corporate charter and charter number.

Sincerely,


Eric L. Bolves, Esq.
Enclosures

EFFECTIVE DATE
2-20-97

RMC
2-27-97

FILED
97 FEB 24 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Lake 12E, Inc.

FILED

97 FEB 24 PM 3:01

The undersigned incorporator makes, subscribes, acknowledges, and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: Lake 12E, Inc..

EFFECTIVE DATE
2-20-97

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence as of the date of the complete execution and acknowledgment of these Articles or if these Articles are filed more than five (5) days after the complete execution of these Articles, then this corporation shall commence as of the date of filing, and the duration of the corporation's existence shall be perpetual.

ARTICLE III - NATURE OF THE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is shares of common stock, having a par value of per share.

ARTICLE V - INITIAL REGISTERED OFFICE
PRINCIPAL PLACE OF BUSINESS
AND REGISTERED AGENT

The street address of the principal place of business of this corporation is:

532 Masalo Pl.

Lake Mary, FL 32746

and the name of the initial registered agent of this corporation and address is Eric L. Bolves, Esq., 2110 E. Robison St. Orlando, FL 32803

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and street address of the initial board of directors of this corporation, who, subject to these articles of incorporation and the laws of the State of Florida shall hold

office until the first annual meeting of the Shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

NAME

ADDRESS

Henry N. Dreifus Director
532 Masalo Pl. Lake Mary, FL 32746

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator is:

Eric L. Bolves 2110 E. Robinson St. Orlando, FL 32803

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

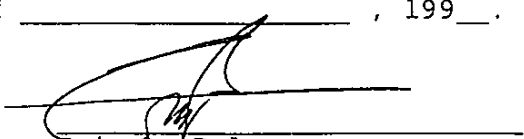
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment hereto, any right conferred upon the Shareholders is subject to this reservation.

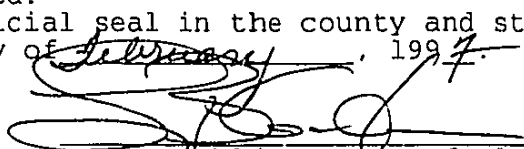
IN WITNESS WHEREOF, the Incorporator has executed these Articles this _____ day of _____, 199__.


Eric L. Bolves

STATE OF FLORIDA, COUNTY OF ORANGE

Before me personally appeared to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state named above this 20th day of February, 1997.


Notary Public, State of Florida
My Commission Expires:



LAURA B GASTON
My Commission CC537214
Expires Mar. 04, 2000


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

97 FEB 24 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

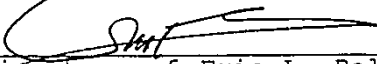
FIRST--That Lake 12E, Inc. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS REGISTERED OFFICE
LOCATED AT, 2110 E. Robison St. Orlando, FL 32803, HAS NAMED Eric
L. Bolves, Esq. LOCATED AT SAID REGISTERED OFFICE, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Signature

TITLE: Incorporator/~~President~~

DATE: 2/20/97

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 I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


Signature of Eric L. Bolves, Esq.

DATE: 2/20/97