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DANIEL E. CONLEY, ATTORNEY

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March 13, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
3-14-97

200002114672--3
-03/17/97--01031--009
*****70.00 *****70.00

RE: PRESTIGE PROPERTIES (Gulfcoast), INC.

Dear Sir or Madam:

On behalf of the above corporation, I enclose an two copies of the Articles of Incorporation along with a check in the amount of \$70.00.

Please enter this corporation on the records of your office, and return the copy of the Articles to me, with the file stamp of your office.

Thank you.

Very truly yours,

DE Conley

Daniel E. Conley

DEC/cb

encl.

cb/sec-state.doc

FILED
97 MAR 17 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-14-97

ARTICLES OF INCORPORATION

OF

PRESTIGE PROPERTIES (Gulfcoast), INC.

ARTICLE I

The name of the corporation is PRESTIGE PROPERTIES
(Gulfcoast), INC.

ARTICLE II

The duration of the corporation shall be perpetual, and
the date and time of the commencement of corporate existence
shall be March 14, 1997.

ARTICLE III

The general purpose for which the corporation is
organized is to engage in any activity or business permitted
under the laws of the United States and of the State of
Florida.

ARTICLE IV

The aggregate number of shares which the corporation
shall have authority to issue is seven thousand five hundred
(7,500), having a par value of \$1.00 per share.

Every shareholder, upon the sale of any new stock of
this corporation, shall have the right to purchase his pro
rata share thereof (as nearly as may be done without
issuance of fractional shares) at the price and terms at
which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The initial principal office and the initial registered office of this corporation is 3506 Radio Road, Naples, Florida, 34104, and the name of the initial registered agent of this corporation at that address is Elaine Lanzaro.

ARTICLE VI

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time pursuant to the By-Laws of the corporation. The name and address of the initial Board of Directors of this corporation is:

NAME

ADDRESS

Elaine Lanzaro

3506 Radio Road
Naples, Florida 34104

ARTICLE VII

The name and address of each incorporator is:

NAME

ADDRESS

Elaine Lanzaro

3506 Radio Road
Naples, Florida 34104

I, the undersigned, being the original incorporator of PRESTIGE PROPERTIES (Gulfcoast), INC. hereby certify that the foregoing constitute the Articles of Incorporation of said corporation.

IN WITNESS WHEREOF, I do hereby affix my hand and seal on this the 13 day of March, 1997.



ELAINE LANZARO

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared ELAINE LANZARO, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of March, 1997.

Carolyn L. Barker
Notary Public

My Commission Expires:

LANZARO.DOC



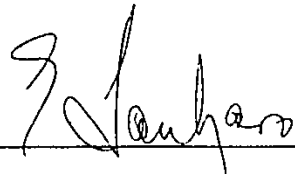
Carolyn L. Barker
MY COMMISSION # CC575584 EXPIRES
August 18, 2000
BONDED THRU TROY FAY INSURANCE, INC.

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

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That PRESTIGE PROPERTIES (Gulfcoast), INC., desiring to
organize or qualify under the laws of the State of Florida,
with its principal place of business at Naples, Collier
County, Florida, has named ELAINE LANZARO, located at 3506
Radio Road, Naples, Florida 34104, as its agent to accept
service of process within Florida.

Signature



Title

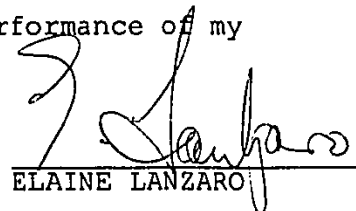
Incorporator

Date

3.13.97

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


ELAINE LANZARO

Date

3.13.97

LANZARO.DOC

FILED
97 APR 17 AM 11:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE