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MORRISON & CONROY

FILED

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
DAVID N. MORRISON

TELECOPIER (841) 848-8140

April 14, 1997

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Via Federal Express

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

Re: Articles of Incorporation of Westshore Operating, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the following costs:

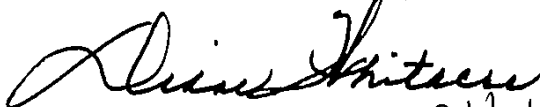
1. \$35.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$52.50 - Certified Copy of the Articles of Incorporation.

TOTAL AMOUNT DUE - \$122.50

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY P.A.



Diane Whitacre, Secretary to
J. Thomas Conroy, III

JTC/dw

PK
4/16/97

ARTICLES OF INCORPORATION OF

WESTSHORE OPERATING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1.
Name and Address

The name of the Corporation is Westshore Operating, Inc. The principal office, if known, or the mailing address of the Corporation is 288 Burning Tree Drive, Naples, Florida 34105.

Article 2.
Duration

The duration of the Corporation is perpetual.

Article 3.
Purpose

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

Article 4.
Shares

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5.
Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is Morrison & Conroy, P.A., 975 Sixth Avenue South, Naples, Florida, and the name of its initial Registered Agent at that address is J. Thomas Conroy, III.

Article 6.
Initial Board of Directors

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Susan D. Ashbrook
288 Burning Tree Drive
Naples, Florida 34105

Article 7.
Incorporators

The name and address of each Incorporator is as follows:

Susan Ashbrook
288 Burning Tree Drive
Naples, Florida 34105

Article 8.
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders

is subject to this reservation.

Article 9.
Preemptive Rights

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article 10.
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

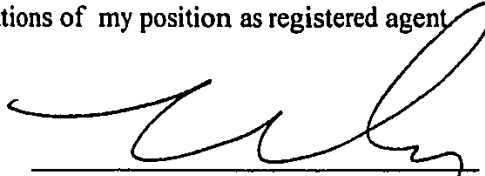
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 15 day of April, 1997.



SUSAN D. ASHBROOK

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



J. Thomas Conroy, III

Date: 4/15/1997

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TALLAHASSEE, FLORIDA