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Leo J. Salvatore  
Joseph D. Zaks

*Quarles & Brady*  
**P97000038276**

April 28, 1997

**FEDERAL EXPRESS**

Attorneys' Title Insurance Fund, Inc.  
Attn: Barb  
660 East Jefferson Street  
Suite 200  
Tallahassee, FL 32301

*Return to  
F U A S A P*  
000002159400--7  
-04/30/97--01001--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Stadium Naples Development Corporation, Inc.

Dear Barb:

Enclosed are the original Articles of Incorporation, together with a copy of the same, regarding the above-captioned corporation. I would appreciate your filing the same with the Secretary of State, and then calling me to confirm their acceptance. This firm's check in the amount of \$122.50 made payable to the Secretary of State is also enclosed for payment of the filing fee. I would further appreciate your forwarding the certified copy of the Articles to me by regular U.S. mail.

I would also appreciate it you could obtain certificates of good standing for Stadium Naples Development Corporation, Inc., TGP of Naples, Inc. and GTC of Naples, Inc. Enclosed is this firm's check in the amount of \$26.25 payable to the State for payment of the same.

Thank you for your assistance in this matter. Please feel free to call if you should have any questions.

Respectfully,

QUARLES & BRADY

*Karen*  
Karen Loper  
Secretary to Leo Salvatore

*4/29*  
/s/  
enclosures

97 APR 29 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
97 APR 29 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
STADIUM NAPLES DEVELOPMENT CORPORATION, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I  
Name

The name of the corporation is Stadium Naples Development Corporation, Inc.

ARTICLE II  
Duration

The duration of the corporation shall be perpetual.

ARTICLE III  
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV  
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V  
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI  
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII  
Registered Office and Agent

The address of the initial registered office of the corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, and the name of its initial registered agent at such address is Leo J. Salvatori.

ARTICLE VIII  
Incorporator

The name and address of the incorporator is Leo J. Salvatori, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE IX  
Principal Office

The principal office of the corporation is located at 10621 Airport-Pulling Road, Suite One, Naples, Florida 34109.

Executed this 28th day of April, 1997.

  
\_\_\_\_\_  
Leo J. Salvatori, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 28th day of April, 1997, by Leo J. Salvatori, who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC

(SEAL)

My Commission Expires:

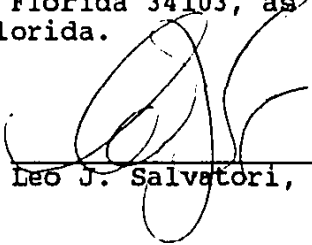


CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND  
REGISTERED OFFICE.

In compliance with Section 48.091, Florida Statutes and  
Section 607.0501(3) of the Florida Business Corporation Act, the  
following is submitted:

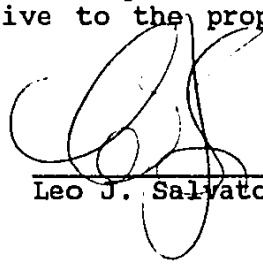
1. That Stadium Naples Development Corporation, Inc., desiring to  
organize under the laws of the State of Florida, has named Leo J.  
Salvatori located at Barnett Center, 4501 Tamiami Trail North,  
Suite 300, Naples, Collier County, Florida 34103, as its agent to  
accept service of process within Florida.

Dated: April 28, 1997

  
Leo J. Salvatori, Incorporator

2. That, 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; I am familiar  
with and accept the obligations of §607.0505 of the Florida  
Business Corporation Act and further agree to comply with the  
provisions of all statutes relative to the proper and complete  
performance of my duties.

Dated: April 29, 1997

  
Leo J. Salvatori

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before  
me this 29th day of April, 1997, by Leo J. Salvatori, who is  
personally known to me.

My Commission Expires:

  
NOTARY PUBLIC



(SEAL)  
97 APR 29 PM 3:52  
STATE OF FLORIDA  
COLLIER COUNTY