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4/22/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000006497 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: DAVIS, BROWING & SCHNITKER
CONTACT: ANNETTE M SOWELL
PHONE: (904)973-4186

ACCT#: 075010002255

FAX #: (904)973-8564

NAME: SPRINGS OF FLORIDA, INC.

AUDIT NUMBER.....H97000006497

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TELEPHONE
(804) 673-4186
TELECOPIER
(804) 673-6564

April 29, 1997

Florida Department of State
Division of Corporations
Attn: Bobbie Cox

VIA FAX

Re: Springs of Florida, Inc.
W97000009523

Dear Bobbie:

We transmitted documents to you electronically to file a corporation in the name of Springs of Florida, Inc. You then responded by letter dated April 24, 1997 that the name was in conflict with Spring Corporation, docket #430475. My client, Anna Bruic, then talked to you and you informed her that the name of Springs of Florida, Inc. would be available to her provided we furnish you with the following assurances:

1. My client is aware that the name Spring Corporation is in use in the State of Florida.
2. My client is aware that there is a trade name on "Springs".
3. My client will not be selling a product, but rather will be operating a recreational facility.

Please use the documents previously sent to you by electronic means to file this corporation.

Sincerely,


Clay A. Schnitker

CAS:sjb
Enclosures
cc: Ms. Anna Bruic

OK per KB 4/29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1997

DAVIS, BROWNING & SCHNITKER

SUBJECT: SPRINGS OF FLORIDA, INC.
REF: W97000009523

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The conflict is SPRING CORPORATION, document number 430475.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H97000006497
Letter Number: 197A00021182

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
SPRINGS OF FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby executed these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation is SPRINGS OF FLORIDA, INC.

ARTICLE II

PURPOSES AND POWERS

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III.

AUTHORIZED SHARES OF STOCK

The aggregate number of shares which the corporation is authorized to have outstanding at any time is one thousand (1000) shares with a nominal or par value of ONE AND NO/100 (\$1.00) DOLLAR, per share.

ARTICLE IV.

PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to any stock issued after the initial subscription designated for the incorporators of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V.

EXISTENCE AND EFFECTIVE DATE

This corporation shall exist perpetually, and the commencement of corporate existence shall be the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI.

REGISTERED OFFICE AND RESIDENT AGENT

The registered office of the corporation shall be Route 1, Box 1950, Lee Florida 32059, and the resident agent of the corporation is Anna A. Bruic, whose physical address is Route 1, Box 1950, Lee, Florida 32059 and whose mailing address is Route 1, Box 1950, Lee, Florida 32059.

ARTICLE VII.

DIRECTORS

There shall be no directors of this corporation, as this corporation has elected to conduct business by the stockholders pursuant to Section 607.0732, Florida Statutes.

ARTICLE VIII.

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

Anna A. Bruic

ADDRESS

Route 1, Box 1950
Lee, Florida 32059


ARTICLE IX.

TRANSACTIONS WITH INTERESTED PERSON

No contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested shall be affected or invalidated by

(a) The fact that any one or more of the stockholders of this corporation has an interest in or is a director, officer of stockholder of another corporation; (b) the fact that any stockholder individually or jointly with others may be a party to or may be interested in any such contract or transaction, and each and every person who may become a stockholder of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contract with the corporation for the benefit of himself or any firm or corporation in which he may be anywise interested.

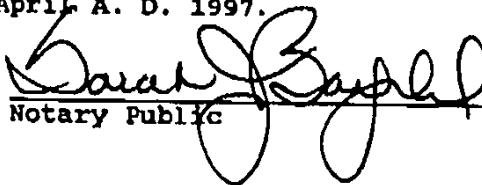
IN WITNESS WHEREOF, the said incorporators have hereunto set their hand and seal this 21st day of April A. D. 1997.


ANNA A. BRUIC

STATE OF FLORIDA
COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared ANNA A. BRUIC, before me known to be the person described as the incorporator in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand official seal in the County and State named above this 21st day of April A. D. 1997.


Notary Public

My Commission Expires:



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


IN COMPLIANCE WITH FLA. STAT. 48.091, THE FOLLOWING IS SUBMITTED:

SPRINGS OF FLORIDA, INC., TO ORGANIZE OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT ROUTE 1, BOX 1950, LEE, FLORIDA 32059, HAS NAMED ANNA A. BRUIC, WHOSE ADDRESS IS ROUTE 1, BOX 1950, LEE FLORIDA 32059, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


ANNA A. BRUIC, Incorporator

Dated: April 21, 1997

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.


ANNA A. BRUIC
Resident Agent

Dated: April 21, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA