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ACCOUNT NO. : 072100000032

REFERENCE : 441251 4352702

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : June 25, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 441251-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

000002222670--8

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: MANDARIN PARK ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

WILLIAMS PARKER HARRISON DIETZ & GETZEN
SARASOTA, FLORIDA

RECEIVED
97 JUN 25 AM 11:32
DIVISION OF CORPORATION

BN JUN 25 1997

**ARTICLES OF INCORPORATION
OF
MANDARIN PARK ASSOCIATES, INC.**

FILED
97 JUN 25 PM 12:12
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Mandarin Park Associates, Inc.

2. Principal Office. The principal office of the Corporation is:

201 Gulf of Mexico Drive, Suite 6
Longboat Key, Florida 34228

3. Mailing Address. The mailing address of the Corporation is:

201 Gulf of Mexico Drive, Suite 6
Longboat Key, Florida 34228

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

James E. Clabaugh
201 Gulf of Mexico Drive, Suite 6
Longboat Key, Florida 34228

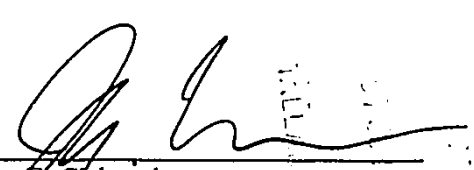
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that she is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

James E. Clabaugh
201 Gulf of Mexico Drive, Suite 6
Longboat Key, Florida 34228

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 24 day of June, 1997.



James E. Clabaugh
Incorporator and Registered Agent