

Barnett Center  
Suite 300  
4501 Tamiami Trail North  
Naples, Florida 34103-3060  
941/262-5959  
FAX 941/262-5999

Attorneys at Law in  
Milwaukee and Madison, Wisconsin  
West Palm Beach and Naples, Florida  
Phoenix, Arizona

Naples Attorneys

Brett A. Cossitt  
Louis J. D'Agostino  
James T. Demarest  
Kathleen A. DeSantis  
Robert E. Doyle, Jr.  
Timothy S. Hains  
Sandra S. Holland  
John D. Humphreys  
Kathleen L. Johnson  
Thomas E. Maloney  
F. Joseph McMackin, III  
Mark H. Muller  
David L. Petersen  
Leo J. Salvatori  
Joseph D. Zaks

*Charles & Brady*  
**97000257519**

June 24, 1997

*Return to  
PIL H&A*

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

Re: Gulf Shore Corp. of Tampa Bay, Inc.

900002227519--3  
-07/01/97--01005--013  
\*\*\*\*122.50 \*\*\*\*122.50

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. 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.

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

Respectfully,

QUARLES & BRADY

*Karen Loper*

Karen Loper  
Secretary to Leo Salvatori

/s/

enclosures

NAP 124659.01

DIVISION OF CORPORATION

97 JUL -1 AM 9:44

97 JUL -1 AM 10:42

FILED

ARTICLES OF INCORPORATION  
OF

GULF SHORE CONSTRUCTION CORPORATION OF TAMPA BAY

97 JUL -1 AM 10:42  
SECRET  
TALLAHASSEE  
FILE

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 Gulf Shore Construction Corporation of Tampa Bay.

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.

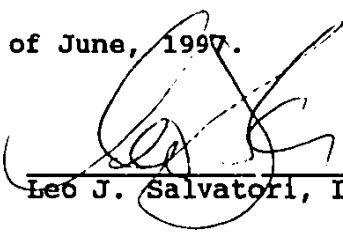
ARTICLE VIII  
Incorporator

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 4102B Quixote Boulevard, Tampa, FL 33613.

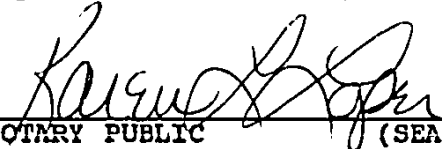
Executed this 24th day of June, 1997.

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

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 24th day of June, 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 Gulf Shore Construction Corporation of Tampa Bay,  
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: June 24, 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.

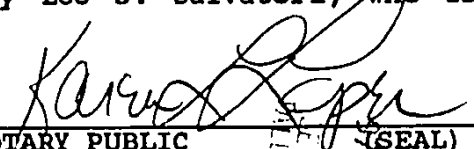
Dated: June 24, 1997

  
Leo J. Salvatori

STATE OF FLORIDA

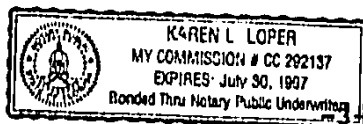
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before  
me this 24th day of June, 1997, by Leo J. Salvatori, who is  
personally known to me.

  
NOTARY PUBLIC

(SEAL)

My Commission Expires:



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JUL - 1 AHIC: 42