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LAW OFFICES OF
RICHARD A. COLLMAN

97 JUL 28 PM 4:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD A. COLLMAN
also licensed in Wisconsin
HEATHER W. HAWKINS
ELIZABETH G. LOWREY

The Village
2340 Periwinkle Way, I-2
Sanibel, Florida 33957
Telephone (941) 472-6700
Fax (941) 472-5129

July 25, 1997

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

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****122.50 ****122.50

Re: Sanibel Goldsmith Two, Inc.

Gentlemen/Madam:

We are enclosing herewith one original and one copy of the Articles of Incorporation for the above-named. Our check in the amount of \$122.50 is also enclosed.

Would you please file the original Articles of Incorporation and return a certified copy of the same to our office.

Thank you for your assistance and cooperation.

Sincerely,

Heather W. Hawkins
Heather W. Hawkins

Enc.

PH
7/30/97

ARTICLES OF INCORPORATION

FILED

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SANIBEL GOLDSMITH TWO, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be SANIBEL GOLDSMITH TWO, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be
13499 U.S. 41 SE, Suite F600
Fort Myers, FL 33907.

ARTICLE III - 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", with par value of \$1.00 per share.

The stock of the corporation shall be restricted as to transfer as follows, which restriction shall be imprinted upon the stock certificates issued by the corporation:

No stock of the corporation shall be transferred until such transfer has been proposed in writing to the Board of Directors of the corporation by written proposal filed with them stating the number of shares to be transferred, the price per share, and the name of the transferee. The Board of Directors shall within sixty (60) days after receipt of such proposal either consent to the transfer or furnish a purchaser for the shares at the same price. Failure of the Directors to act upon such a proposal within sixty days after receipt thereof shall be deemed to consent by them to the proposed transfer. No such proposed transfer shall be made until the aforesaid sixty (60) days have expired or the Board of Directors have consented thereto.

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13499 U.S. 41 SE
F600, Fort Myers, Florida 33907
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FLORIDA

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is J. Kevin Greten, Suite F600, Fort Myers, Florida 33907, and the designated agent by his signature hereon, does hereby accept the appointment as registered agent pursuant to the provisions of the Florida Statutes.

ARTICLE V - INCORPORATOR(S)

The number of the directors constituting the initial Board of Directors of the corporation is two, and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws.

The name and street address of the incorporator to these Articles of Incorporation are:
J. Kevin Greten 4557 Bowen Bayou, Sanibel, Florida 33957.

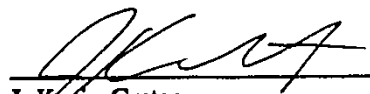
ARTICLE VI - PERIOD OF EXISTENCE

The period of existence is perpetual.

ARTICLE VII - PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned executed these Articles of Incorporation this 14 day of July, 1997.



J. Kevin Greten
Incorporator and Registered Agent