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MARK F. FISHER
J. QUINN WINDHAM

September 22, 1997

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

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-09/24/97--01020--011
*****70.00 *****70.00

RE: Santa Cruz Pacific Trust, Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation, the Registered Agent Designation, and our check in the amount of \$70.00 which represents the fee for filing the enclosed documents. Please provide us with your verification of receipt of these documents and the assigned document number. If you have any questions, please call.

Very truly yours,


Philip D. Storey

PDS:bs
Enclosures
cc: Mr. Jack Ziegler

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DIVISION OF CORPORATIONS
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9-25-97
WS

ARTICLES OF INCORPORATION
OF
SANTA CRUZ PACIFIC TRUST, INC.

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation shall be:

Santa Cruz Pacific Trust, Inc.

The principal place of business of the corporation shall be:

4505 S. Goldenrod Road
Orlando, Florida 32822

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares the corporation shall have the authority to issue is 1,000 shares of capital stock with no par value.

Classes

The shares of the corporation are not to be divided into classes.

Series of Stock

The corporation is not authorized to issue shares in series.

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Dividends

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation. The Board of Directors shall declare profits or dividends at its discretion and is not required to distribute such monies simply because the corporation is profitable. Furthermore, there is no requirement that profits be distributed in any calendar year.

ARTICLE IV - NO PREEMPTIVE RIGHTS

The corporation elects to not have preemptive rights.

ARTICLE V - TERM OF EXISTENCE

The corporation shall commence its existence on the date on which these Articles of Incorporation are subscribed. The corporation shall exist perpetually.

ARTICLE VI - DIRECTORS

The name and street address of the initial directors, who shall hold office the first year of the corporation's existence or until their successor is elected are set out below. The Board of Directors of the corporation shall consist of at least one (1) member and not more than five (5) members, the remaining members to be elected at a properly noticed meeting of the shareholders.

Keely Whittington
4505 S. Goldenrod Road
Orlando, Florida 32822

Nerissa Whittington
4505 S. Goldenrod Road
Orlando, Florida 32822

The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The address of the corporation's initial registered office is:

4505 S. Goldenrod Road
Orlando, FL 32822

The name of the initial registered agent at said address is:

Jack Ziegler

ARTICLE VIII - INCORPORATOR

The name and street address of the initial incorporator subscribing to these Articles of Incorporation is:

Jack Ziegler
4505 S. Goldenrod Road
Orlando, FL 32822

ARTICLE IX - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X - BYLAWS AND STANDING RULES

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be reserved to and vested in the shareholders of the corporation.

ARTICLE XI - RESTRICTIONS ON STOCK TRANSFERS

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of any such agreement shall be kept on file with the Secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours. Any transfer of stock of this corporation in violation of any such agreement effectively restricting such transfer shall be void. Each share certificate issued by this corporation shall have printed or stamped thereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or the following legend:

"These shares may be subject to transfer restrictions imposed by written agreements amount the holders of this corporation's shares or between the holders of such shares and the corporation, copies of which agreements, if any, are on file at the principal office of the corporation and may be inspected by shareholders of recording during business hours."

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

IN WITNESS WHEREOF, the incorporator has executed these Articles of incorporation this 22 day of September, 1997.




Jack Ziegler
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 22nd day of September, 1997, by JACK ZIEGLER, who is personally known to me or who produced the following proof of identification: personally known.



NOTARY PUBLIC

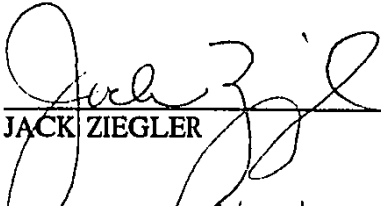


Jean D'Amico
MY COMMISSION # CC602622 EXPIRES
March 17, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT

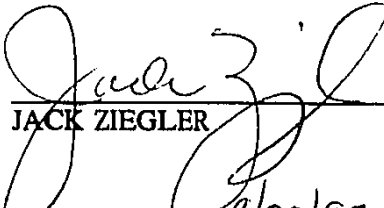
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the corporation is Santa Cruz Pacific Trust, Inc.
2. The name and address of the registered agent and office is Jack Ziegler, 4505 S. Goldenrod, Orlando, FL 32822.



JACK ZIEGLER
Date: 9/22/97

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS IMPOSED BY SECTION 607.325, FLORIDA STATUTES.



JACK ZIEGLER
Date: 9/22/97

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