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T.D. ELLIS, JR. (1962)
SHERWOOD SPENCER (1998)

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ROBERT PAUL KEELEY

JONATHAN E. BRODY
CHAPMAN L. SMITH, JR.
CHARLES S. KYRIAZOS
JOHN C. PRIMEAU
WILLIAM C. STALIONS

*ALSO ADMITTED IN NEW YORK
*BOARD CERTIFIED REAL ESTATE

September 30, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

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*****131.25 *****131.25

Re: Tarpon Bend, Inc. - Formation / Articles of Incorporation

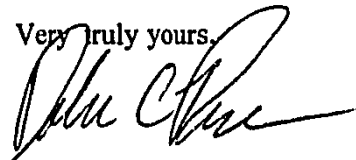
Dear Sir or Madam:

I am enclosing to you herewith Articles of Incorporation in triplicate and request that you file the original thereof, certify both copies and issue your certificate under seal as to the status of this new corporation, returning said certified copies and certificate to us in the enclosed, stamped envelope.

Also enclosed is my firm's trust account check in the amount of \$131.25 for the following:

1.	Filing Fee	\$	35.00
2.	Registered Agent's Fee	\$	35.00
3.	Two Certified Copies	\$	52.50
4.	One Certificate Under Seal as to Corporate Status	\$	8.75
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TOTAL		\$	131.25

Very truly yours,



JOHN C. PRIMEAU

Enclosures

FILED
97 OCT - 1 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nedra, OCT - 2 1997

**ARTICLES OF INCORPORATION OF
TARPON BEND, INC.**

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

Article I: Name

The name of the corporation shall be Tarpon Bend, Inc.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be 1139 Rio Vista Boulevard, Fort Lauderdale, FL 33301.

Article III: Shares

This corporation is authorized to issue a total of 1,000 shares of stock.

Article IV: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Charles T. Whitelock, Esq.
Whitelock & Williams, P.A.
One East Broward Boulevard
Suite 601
Fort Lauderdale, FL 33301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

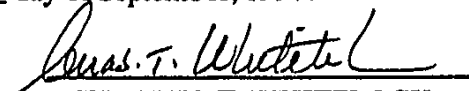
Article V: Incorporators

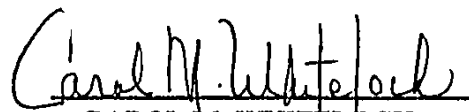
The names and street addresses of the incorporators to these Articles of Incorporation are:

Charles T. Whitelock
1139 Rio Vista Boulevard
Fort Lauderdale, FL 33301

Carol M. Whitelock
1139 Rio Vista Boulevard
Fort Lauderdale, FL 33301

The undersigned incorporators have executed these Articles of Incorporation this 25 day of September, 1997.


CHARLES T. WHITELOCK


CAROL M. WHITELOCK

**CERTIFICATE OF DESIGNATION OF THE REGISTERED
AGENT AND REGISTERED OFFICE OF
TARPON BEND, INC.**

Pursuant to the provisions of §607.0501, Florida Statutes, TARPON BEND, INC., a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.

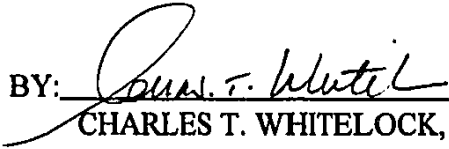
The name and address of the registered agent and office for the corporation is:

Charles T. Whitelock, Esq.
Whitelock & Williams, P.A.
One East Broward Boulevard
Suite 601
Fort Lauderdale, FL 33301

Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for TARPON BEND, INC., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 25 day of September, 1997.

BY: 
CHARLES T. WHITELOCK, ESQ.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA