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FROM	
NORTHAMERICAN FINANCIAL SERVICES INC STE 104 1314 E CAPE CORAL PKWY	
CAPE CORAL	FL 33904
ROXANNE MARTIAL 941-40-1166	

Office Use Only

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NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2551-611.
W97-22676

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 PM 3:02

10/10/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 PM 3:02

October 3, 1997

NORTHAMERICAN FINANCIAL SERVICES
ATTN: ROXANNE MARTIN
1314 EAST CAPE CORAL PARKWAY
CAPE CORAL, FL 33904

SUBJECT: MANGO BAY OF SARASOTA SQUARE MALL, INC.
Ref. Number: W97000022676

We have received your document for MANGO BAY OF SARASOTA SQUARE MALL, INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 397A00048733

ARTICLES OF INCORPORATION
OF
MANGO BAY OF SARASOTA SQUARE MALL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 PM 3: 02

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name **MANGO BAY OF SARASOTA SQUARE MALL, INC.**, and hereby set forth and declare:

CHARTER

Article I

The name of the corporation shall be **MANGO BAY OF SARASOTA SQUARE MALL, INC.**, located at City of Sarasota, County of Sarasota, State of Florida.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The authorized capital stock which the corporation may issue shall be **5,000** shares of **\$1.00** par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

Article IV

The corporation shall commence business on filing with the Secretary of State.

Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

Article VI

The principal place for the transaction of its business shall be **1314 E. Cape Coral Parkway, Unit 102**, the City of Cape Coral, County of Lee, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year

shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of Board of Directors shall be:

Norman B. Widmer - President Mary F. Widmer - Vice President

Taroll A. Graziano - Secretary/Treasury

The name and post office address of the incorporator of this corporation is as follows:

Norman B. Widmer

1314 E. Cape Coral Parkway #102

Cape Coral, FL 33904

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is **1314 E. Cape Coral Parkway, Suite 102, Cape Coral, Florida 33904**, and the name of the initial registered agent of this corporation at that address is **Peter J. Graziano**.

Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

The initial bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may

not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XVI

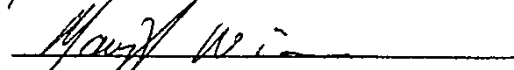
A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vender, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a

majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member of any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

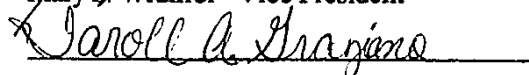
IN WITNESS WHEREOF, I the undersigned being the sole incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal at Cape Coral, Florida, this 20th, day of September, 1997.



Norman B. Widmer - President



Mary F. Widmer - Vice President

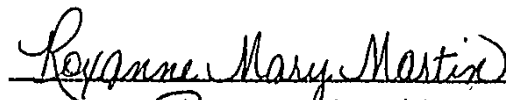


Taroll A. Graziano - Secretary/Treasurer

STATE OF FLORIDA:

COUNTY OF LEE:

The foregoing instrument was acknowledged before me this 20th day of September, 1997 by Norman B. Widmer, President, Mary F. Widmer, Vice President and Taroll A. Graziano, Secretary/Treasurer, who are personally known to me and who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that they made and executed said certificate for the use and purposes therein expressed.



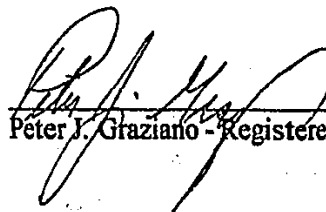
Print Name: ROXANNE MARY MARTIN



ROXANNE MARY MARTIN
MY COMMISSION # CC445794 EXPIRES
March 18, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 10 PM 3:02

I hereby acknowledge that I am familiar with and accept the duties and responsibilities as
Registered Agent for Mango Bay of Sarasota Square Mall, Inc.


Peter J. Graziano - Registered Agent

STATE OF FLORIDA
COUNTY OF LEE: SS.

The foregoing instrument was acknowledged before me this 9th day of September, 1997
by Peter J. Graziano, Registered Agent, who is personally known to me and who did not take an
oath and who made and subscribed to the foregoing and certifies and acknowledges that he made
and executed said certificate for the use and purpose therein expressed.


Roxanne Mary Martin - Notary Public
My commission expires:



ROXANNE MARY MARTIN
MY COMMISSION # 00445734 EXPIRES
March 16, 1999
BONDED THRU TROY FAITH ASSURANCE, INC.