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LAW OFFICES
MIXON & HUBBELL
ATTORNEYS AT LAW

CHARLES F. MIXON, JR.
NANCY G. HUBBELL
STEVEN A. ROYAL

1101 EAST JACKSON STREET
TAMPA, FLORIDA 33602
TEL. (813) 229-8159
FAX (813) 229-8163

PLEASE REPLY TO:

Sun City Center Office
Suite A

1511-A SUN CITY CENTER PLAZA
SUN CITY CENTER, FLORIDA 33573
TEL. (813) 633-1461
FAX (813) 633-1462

October 3, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation

Attn: Domestic Filings Section

800002312938--6
-10/13/97--01102--001
****122.50 ****122.50

Enclosed herewith is the Articles of Incorporation for 2X
SEASONS, INC., and our check in the amount of \$122.50 to cover the following
fees:

Filing fee	\$35.00
Certified copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Please file the articles and register the corporation, and return
the certified copy to our Sun City Center, Florida office.

Thank you for your assistance.

Very truly yours,

MIXON & HUBBELL

Nancy G. Hubbell
Nancy G. Hubbell

NGH/w

Oris GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 7
DATE 10/14/97
DOC. EXAM. TM

FILED
97 OCT 13 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-10/14/97

**ARTICLES OF INCORPORATION
OF
2XSEASONS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be 2XSEASONS, INC.

**ARTICLE II
DURATION**

The term of existence of the corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which the corporation is organized are:

1. To engage in the business of holding real estate.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1000 shares at \$1.00 par value; one single class of stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 3718 McKay Avenue, Tampa, Florida 33609, and the name of the initial registered agent at such address is Oscar A. Rosado. The mailing address of the corporation is 213 East Bloomingdale, Brandon, Florida 33511.

ARTICLE VI
DIRECTORS

The Board of Directors of the corporation shall consist of one member(s) initially. The number of directors for the corporation may be changed from time to time as authorized by the Stockholders or the By-Laws of this corporation.

ARTICLE VII
INCORPORATORS

The name and address of the incorporator is:

Oscar A. Rosado, 213 East Bloomingdale, Brandon, Florida 33511
(Director)

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be altered or amended by a majority vote of the Directors of the Corporation.

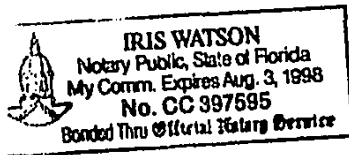
IN WITNESS WHEREOF, I have subscribed my name this 3rd day of October, 1997.



OSCAR A. ROSADO
INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

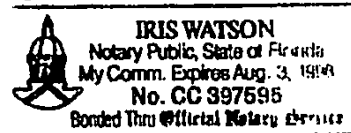
I HEREBY CERTIFY that on this date before me, an officer duly authorized in the county and state named above to take acknowledgements, personally appeared Oscar A. Rosado, known to me to be the person described in the within instrument and he acknowledged the execution of the same for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of October, 1997.



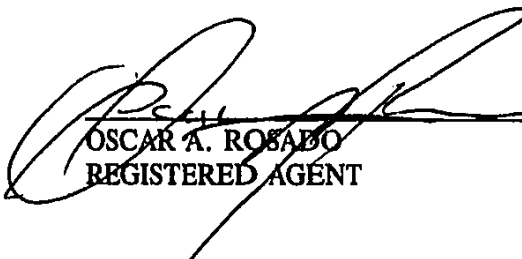


Notary Public
State of Florida
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment of registered agent, I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.



OSCAR A. ROSADO
REGISTERED AGENT

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TALLAHASSEE, FLORIDA