

GLENN T. SUNDIN

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335 SOUTH PLUMOS STREET, SUITE

MERRITT ISLAND, FLORIDA 32952

LL.M., CERTIFIED PUBLIC ACCOUNTANT (FLORIDA)

(407) 455-1511
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November 17, 1997

Via U. S. Express Mail

Attorneys' Title Insurance Fund, Inc.
Attention: Ms. Barbara Keys
660 East Jefferson Street
Suite 200
Tallahassee, Florida 32301

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Re: Incorporation of Merritt Island Land Trust, Inc.

Dear Barbara:

Enclosed is an original and one copy of the Articles of Incorporation, along with an Acceptance by Registered Agent for the above-captioned corporation, and a check in the amount of \$122.50 to cover the cost of filing.

Please have the Secretary of State file the Articles, obtain a certified copy and return the copy to me by regular mail. Please confirm the filing by either calling me or faxing me the cover letter received from the Secretary's office. Finally, please find enclosed a check made payable to the Attorneys' title to cover your cost of filing the documents.

Please call me if you have any questions or comments. I appreciate your assistance in this matter.

Sincerely,

Glenn T. Sundin
Glenn T. Sundin

Enclosures

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MERRITT ISLAND LAND TRUST, INC.

The undersigned incorporator to these Articles of
Incorporation hereby forms Merritt Island Land Trust, Inc. a
corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: Merritt Island Land Trust,
Inc. The mailing address and street address of the Corporation is:
7 North Cocoa Boulevard, Cocoa, Florida 32922.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing
upon the filing of these Articles of Incorporation with the Florida
Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate
name in all actions or proceedings.

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TALLAHASSEE, FLORIDA

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 335 South Plumosa Street, Merritt Island, Florida 32952, and the name of its initial registered agent at such address is Glenn T. Sundin.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Mahesh R. Shah	7 North Cocoa Boulevard Cocoa, Florida 32922

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Mahesh R. Shah	7 North Cocoa Boulevard Cocoa, Florida 32922

ARTICLE IX

Bylaws

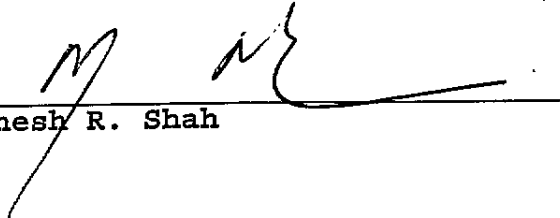
The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17th day of November, 1997.



Mahesh R. Shah

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, 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.

Glenn T. Sundin
Glenn T. Sundin

Dated the 17th day of November, 1997

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