



P97000098705

ACCOUNT NO. : 072100000032

REFERENCE : 604760 4804484

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : November 18, 1997

ORDER TIME : 12:28 PM

ORDER NO. : 604760-005

CUSTOMER NO: 4804484

400002352174--9

CUSTOMER: Ms. Jen Dombrowski
WOLF BLOCK SCHORR AND
SOLIS-COHEN
Packard Bldg. 13th Floor
15th & Chestnut Streets
Philadelphia, PA 19102

DOMESTIC FILING

NAME: PARCLAND GP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

Dmc 11/19/97

FILED
97 NOV 19 PM 3:29
RECEIVED
97 NOV 19 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

FILED

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

97 NOV 19 PM 3:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PARCLAND GP, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: Parcland GP, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: c/o The Goodman Company, 777 S. Flagler Drive, West Palm Beach, FL 33401

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 100 shares of Common Stock, par value \$1.00 per share.

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

<u>N/A</u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u></u>	<u></u>	<u></u>	<u></u>

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

<u>N/A</u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: N/A

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: N/A

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 1201 Hays Street, Tallahassee, FL 32301,
AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS Corporation Service Company.

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:


Murray H. Goodman
C/O The Goodman Company
777 S. Flagler Drive
West Palm Beach, FL 33401

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Jennifer L. Dombrowski
Wolf, Block, Schorr and Solis-Cohen LLP
111 S. 15th Street
12th Floor Packard Building
Philadelphia, PA 19102-2678

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 18th DAY OF November, 19 97.

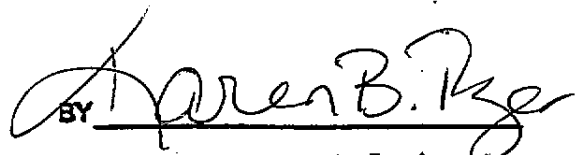

SIGNATURE/TITLE
Jennifer L. Dombrowski,
Sole Incorporator

SIGNATURE/TITLE

SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: CORPORATION SERVICE COMPANY, IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED November, 19 97.


BY
Karen B. Rozar, As Its Agent

(TYPE NAME OF OFFICER)

Registered Agent
(TITLE OF OFFICER)