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ACCOUNT NO. : 072100000032

REFERENCE : 625598 82724A

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 122.50

ORDER DATE : December 8, 1997

ORDER TIME : 10:38 AM

ORDER NO. : 625598-005

CUSTOMER NO: 82724A

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CUSTOMER: Ms. Diane Whitacre
MORRISON & CONROY

3838 Tamiami Trail North
Suite 402
Naples, FL 34103-3507

DOMESTIC FILING

NAME: PELICAN BAY DEVELOPMENTS II,
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: Jon A Bowling

EXAMINER'S INITIALS:

RECEIVED
97 DEC -8 AM 11:37
DIVISION OF CORPORATION

FILED
97 DEC -8 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 12/8/97

ARTICLES OF INCORPORATION OF
PELICAN BAY DEVELOPMENTS II, INC.

FILED
97 DEC -8 PM 1: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1.
Name and Address

The name of the Corporation is Pelican Bay Developments II, Inc. The principal office, if known, or the mailing address of the Corporation is 24840 Burnt Pine Drive, Suite 2,, Bonita Springs, Florida 34134.

Article 2.
Duration

The duration of the Corporation is perpetual.

Article 3.
Purpose

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

Article 4.
Shares

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5.
Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is Morrison & Conroy, P.A., 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103, and the name of its initial Registered Agent at that address is J. Thomas Conroy, III.

Article 6.
Initial Board of Directors

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Richard A. Lauer
24840 Burnt Pine Drive, Suite 2
Bonita Springs, Florida 34134

James A. Nashman
24840 Burnt Pine Drive, Suite 2
Bonita Springs, Florida 34134

Article 7.
Incorporators

The name and address of each Incorporator is as follows:

Richard A. Lauer
24840 Burnt Pine Drive, Suite 2
Bonita Springs, Florida 34134

James A. Nashman
24840 Burnt Pine Drive, Suite 2
Bonita Springs, Florida 34134

Article 8.
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

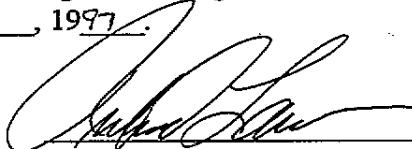
Article 9.
Preemptive Rights

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.


Article 10.
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 4th day of December, 1997.



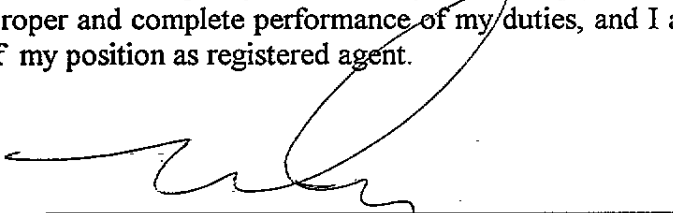
RICHARD LAUER



JAMES A. NASHMAN

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



J. Thomas Conroy, III

Date: 12/4 / 19 97

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97 DEC -8 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA