

Barnett Center
Suite 300
4501 Tamiami Trail North
Naples, Florida 34103-3060
941/262-5959
FAX 941/434-4999

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Naples Attorneys

Brett A. Brosseit
James T. Demarest
Robert E. Doyle, Jr.
Timothy G. Hains
Samara S. Holland
John D. Humphreville
Kimberly L. Johnson
Thomas E. Maloney
F. Joseph McMackin, III
Mark H. Muller
David L. Petersen
Leo J. Salvatori
Joseph D. Zales

Quarles & Brady

P91000104328
December 1, 1997

Attorneys' Title Insurance Fund, Inc.
Attn: Barb
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Re: Fairways Development, Inc.

Dear Barb:

Enclosed are the original Articles of Incorporation, together with a copy of the same, regarding the above-captioned corporation. I would appreciate your filing the same with the Secretary of State, and then calling me to confirm their acceptance. This firm's check in the amount of \$122.50 made payable to the Secretary of State, is also enclosed for payment of the filing fees. I would further appreciate your forwarding the certified copy of the Articles to me by the usual route.

Thank you for your assistance in this matter. Please feel free to call if you should have any questions.

Respectfully,

QUARLES & BRADY

Nancy C. Jarvi

Nancy C. Jarvi
Secretary to Leo Salvatori

/nj
Enclosures

QBNAP136807.1

FILED
97 DEC 11 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC -4 AM 9:15
DIVISION OF CORPORATION

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*****122.50 *****122.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1997

ATTORNEY'S TITLE INSURANCE FUND, INC.
660 E. JEFFERSON ST. STE. 200
TALLAHASSEE, FL 32301

SUBJECT: FAIRWAYS DEVELOPMENT, INC.
Ref. Number: W97000027080

We have received your document for FAIRWAYS DEVELOPMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 897A00057293

97 DEC 11 PM 9:46
DIVISION OF CORPORATIONS



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Joseph D. Zaks

December 8, 1997

Return to
FLU ASAP

Attorneys' Title Insurance Fund, Inc.
Attn: Barb
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Re: Fairways Development of Naples, Inc.

Dear Barb:

Enclosed is the original Articles of Incorporation, together with a copy of the same for filing with the Secretary of State. Once filed, please call me to confirm their acceptance. We have changed the name in accordance with your advice that Fairways Development, Inc. was unacceptable to the Secretary of State.

If any future filings are kicked back from the Secretary of State for a name change, please advise our office and we will simply have you make a change to the name, initialing the same, so as to expedite filing.

Thank you for your assistance in this matter. Please feel free to call if you should have any questions.

Respectfully,

QUARLES & BRADY



Nancy C. Jarvi
Secretary to Leo Salvatori

ⁿ
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FAIRWAYS DEVELOPMENT OF NAPLES, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Fairways Development of Naples, Inc.

ARTICLE II
Duration

The duration of the corporation shall be perpetual.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, and the name of its initial registered agent at such address is Naples-Lawdock, Inc., a Florida corporation.

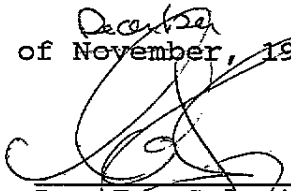
ARTICLE VIII
Incorporator

The name and address of the incorporator is Leo J. Salvatori, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE IX
Principal Office

The principal office of the corporation is located at 6289 Burnham Road, Naples, Florida 34119.

Executed this 8th day of December, 1997.



Leo J. Salvatori,
Incorporator

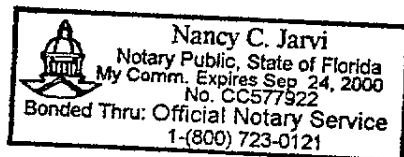
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 8th day of December, 1997, by Leo J. Salvatori, who is personally known to me.



NOTARY PUBLIC (SEAL)

My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE.

In compliance with Section 48.091, Florida Statutes and
Section 607.0501(3) of the Florida Business Corporation Act, the
following is submitted:

1. That Fairways Development of Naples, Inc., desiring to
organize under the laws of the State of Florida, has named Naples-
Lawdock, Inc., located at 4501 Tamiami Trail North, Suite 300,
Naples, Collier County, Florida 34103, as its agent to accept
service of process within Florida.

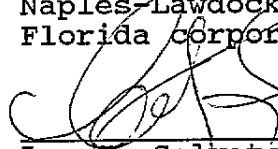
Dated: Nov. 12/8, 1997


Leo J. Salvatori,
Incorporator

2. That, having been named to accept service of process for the
above-stated corporation, at the place designated in this
Certificate, the undersigned hereby agrees to act in this capacity;
the undersigned is familiar with and accepts the obligations of
§607.0505 of the Florida Business Corporation Act and further
agrees to comply with the provisions of all statutes relative to
the proper and complete performance of its duties.

(Corporate Seal)
Naples-Lawdock, Inc., a
Florida corporation,


Dated: Nov. 12/8, 1997

By: 
Leo J. Salvatori, as
Vice President

FILED
97 DEC 11 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before
me this 8th day of December, 1997, by Leo J. Salvatori, as Vice
President of Naples-Lawdock, Inc., a Florida corporation, who is
personally known to me.


NOTARY PUBLIC (SEAL)

My Commission Expires:

QBNAP1/136468

