

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
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Silver Thorne Development
Corp.

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- Art of Inc. File Cert.
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
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- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
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Signature

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ARTICLES OF INCORPORATION

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OF

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SILVERTHORNE DEVELOPMENT CORPORATION

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Silverthorne Development Corporation.

ARTICLE II

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida, including, but not limited to, the acquiring, owning, operating, managing, leasing, developing, selling, investing in and otherwise dealing with real property of any kind or nature.

ARTICLE IV

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, each share of the par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V

The principal office and mailing address of the corporation is 150 E. Gilman Street, Suite 1600, Madison, Wisconsin 53703.

ARTICLE VI

The street address of the initial registered office of this corporation is 3 West Garden Street, Suite 600, Pensacola, Florida 32501. The name of the initial registered agent of the corporation is John P. Daniel, whose business address is 3 West Garden Street, Suite 600, Pensacola, Florida 32501.

ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than one (1) nor more than seven (7).

The names and addresses of the initial directors of this corporation are as follows:

Ronald W. Kuehn
Two East Mifflin Street
Madison, Wisconsin 53703

David W. Kruger
150 E. Gilman Street, Suite 1600
Madison, Wisconsin 53703

Lee Madden
150 E. Gilman Street, Suite 1600
Madison, Wisconsin 53703

ARTICLE VIII

The name and address of the incorporator is:

John P. Daniel
3 West Garden Street, Suite 600
Pensacola, Florida 32501

ARTICLE IX

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE X

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

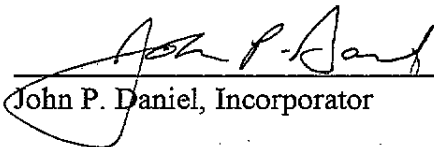
ARTICLE XI

At any meeting of the stockholders, a majority of the outstanding shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the outstanding shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders, except as otherwise provided in Article IX above.

ARTICLE XII

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation this the 16th day of December, 1997.



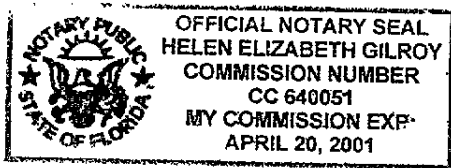
John P. Daniel, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 16th day of December, 1997, by John P. Daniel, who did not take an oath and who:

- is/are personally known to me.
 produced current Florida driver's license as identification.
 produced _____ as identification.

(Notary Seal must be affixed)



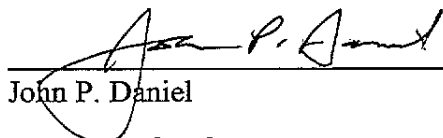
Helen Elizabeth Gilroy
Signature of Notary Public
Helen Elizabeth Gilroy
Name of Notary Printed
My Commission Expires: _____
Commission Number: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501, Florida Statutes, the following is submitted: That Silverthorne Development Corporation, desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 150 E. Gilman Street, Suite 1600, Madison, Wisconsin 53703, has named John P. Daniel, a resident of Escambia County, Florida, whose business address is 3 West Garden Street, Suite 600, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

ACCEPTANCE:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.



John P. Daniel

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