



THE UNITED STATES
CORPORATION
COMPANY

P97070108102

ACCOUNT NO. : 072100000032

REFERENCE : 649450 81445B

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 122.50

ORDER DATE : December 24, 1997

ORDER TIME : 1:34 PM

ORDER NO. : 649450-005

CUSTOMER NO.: 81445B

600002382966--0

CUSTOMER: Mr. Jerry Paul
BATSEL MCKINLEY ITTERSAGEN &
GUNDERSON, P.A.
18401 Murdock Circle

Port Charlotte, FL 33948

DOMESTIC FILING

NAME: TROPICAL LANDHOLDINGS, 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: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 26 AM 11:16

RECEIVED
97 DEC 26 AM 9:52
TALLAHASSEE, FL 32304
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12-26-97
505

ARTICLES OF INCORPORATION
OF
TROPICAL LANDHOLDINGS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME AND ADDRESS

The name of this corporation is **TROPICAL LANDHOLDINGS, INC.**, a Florida corporation, and the principal office and place of business is located at 8252 Wiltshire, Port Charlotte, Florida 33981

ARTICLE 2. - DURATION OF CORPORATION EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation shall be 18401 Murdock Circle, Port Charlotte, Florida, 33948. The name of the initial registered agent at such address is Jerry S. Paul.

ARTICLE 6. - DIRECTORS

This corporation shall have eight (8) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than 15.

ARTICLE 7. - INITIAL DIRECTORS

The names and post office addresses of the initial directors are:

James T. Duff	8252 Wiltshire Port Charlotte, FL 33981
Patsy Johnson	8252 Wiltshire Port Charlotte, FL 33981

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William G. Truex	55 Sportsman Court Rotonda West, FL 33947
Jerry D. Price	1 Sportsman Lane Rotonda West, FL 33947
Carolyn Price	1 Sportsman Lane Rotonda West, FL 33947
William Allard	223 Duncan Road Punta Gorda, FL 33982
Richard B. Halvorson	6 Sportsman Road Rotonda West, FL 33947
Mike Harper	8877 Calumet Blvd. Port Charlotte, FL 33981

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

Jerry S. Paul	Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A. 18401 Murdock Circle Port Charlotte, FL 33948
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ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

23rd IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name and affixed his seal this day of December, 1997.

Signed, sealed and delivered
in the presence of:

Brenda L. Oster
Witness
Printed Name: BRENDA L. OSTER

J. S. Paul
Jerry S. Paul

Jan A. Kulp
Witness
Printed Name: Jan A Kulp

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 23rd day of December 1997, by JERRY S. PAUL, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



JAN A. KULP
MY COMMISSION # CC454388 EXPIRES
April 23, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Jan A. Kulp
NOTARY PUBLIC

CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

TROPICAL LANDHOLDINGS, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Port Charlotte, County of Charlotte, State of Florida, has designated Jerry S. Paul, whose street address is 18401 Murdock Circle, Port Charlotte, Florida, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

J. S. Paul
Registered Agent

CAWPDOCS/TROPLAND/DOCS/ARTICLES.INC

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