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98 MAR 16 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL J. APPLETON
MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
GARY S. SALZMAN

SUZANNE BARKETT
Of Counsel

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

EFFECTIVE DATE
3-13-98

March 13, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100002457901--2
-03/16/98--01052--018
****122.50 ****122.50

Re: Articles of Incorporation of Phillips Bay Realty, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Phillips Bay Realty, Inc., together with a check for $122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before March 20, 1998.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,

Bill

William P. Weatherford, Jr.

WPWjr/ddd
Enclosures

cc: David N. Scott

E:\WPW\CLIENT\PHILBAY\ART-INC.LTR

Wm Weatherford GAVE
AUTHORITY BY PHONE TO
add principal address
DATE
DOC. EXAM.
P. Hall
MAR 18 1998

ARTICLES OF INCORPORATION

OF

PHILLIPS BAY REALTY, INC.

FILED

98 MAR 16 AM 11:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

EFFECTIVE DATE
3-13-98

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be PHILLIPS BAY REALTY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 7800 Wallace Road, Orlando, Florida 32819.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar ($1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 7800 Wallace Road, Orlando, Florida 32819. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is David N. Scott. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name	Address
David N. Scott	7800 Wallace Road Orlando, Florida 32819

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

Name	Address
David N. Scott	7800 Wallace Road Orlando, Florida 32819

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 12th day of March, 1998.

David N. Scott

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: ______________________
David N. Scott

Date: ______________________

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TALLAHASSEE, FLORIDA