

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602
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RECEIVED

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March 16, 1998

Via Facsimile FedEx

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

RE: Wilbey Land Corporation
Our File No. BORE-6

Return to P/U ASAP

FILED
98 MAR 20 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed are Articles of Incorporation for Wilbey Land Corporation, which we would appreciate you filing with the Division of Corporations and obtaining the certified copy. Upon receipt of the certified copy I would appreciate you providing me with a copy by facsimile with the original to follow by FedEx. A self-addressed airbill is enclosed for your convenience.

If you have any questions, please call me. Otherwise, your assistance in this matter is appreciated.

Very truly yours,

Gwen Lisboa, Legal Assistant
to J. Stephen Gardner

EFFECTIVE DATE
3-19-98

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3/20

ARTICLES OF INCORPORATION
OF
WILBEY LAND CORPORATION

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is WILBEY LAND CORPORATION and its principal office and mailing address is c/o Anthony J. Borrell, Jr., 3601 N. Nebraska Avenue, Tampa, Florida 33603-5094.

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TALLAHASSEE, FLORIDA

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

EFFECTIVE DATE
3-19-98

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100,000 shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is J. Stephen Gardner.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Gwendlyn M. Lisboa	220 South Franklin Street Tampa, Florida 33602

ARTICLE VII

By-Laws

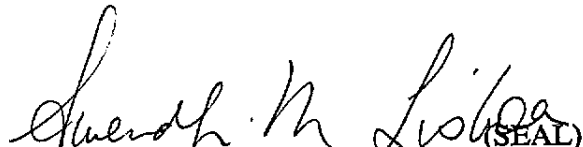
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 19th day of March, 1998.

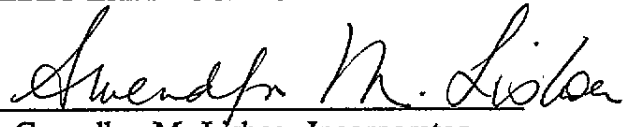

Gwendlyn M. Lisboa (SEAL)

147404.2

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, WILBEY LAND CORPORATION, desiring to organize under the laws of the State of Florida, hereby designates J. Stephen Gardner, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

WILBEY LAND CORPORATION

By 
Gwendlyn M. Lisboa, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.



J. Stephen Gardner

146470.02

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