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LAW OFFICE OF
RONALD P. TEEVAN, P.A.

200 N. GARDEN AVE.
SUITE A
CLEARWATER, FLORIDA 33755

RONALD P. TEEVAN

April 30, 1998

FILED
98 MAY -4 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
3) 461-0787
TELEPHONE

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

RE: CARROLLWOOD MANAGEMENT, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for Carrollwood Management, Inc. along with an original and one copy of the Certificate Designating Registered Agent. You will please find my firm check in the amount of \$70.00 for the filing fee. Once the Articles are filed, I would appreciate it if you would return the copy to me showing the date stamp thereon. If there is anything further that you need from me, please do not hesitate to call.

Sincerely yours,



Ronald P. Teevan

RPT:saw

enclosures

cc: Mark A. Doyle

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P. Hall
MAY - 5 1998



ARTICLES OF INCORPORATION
OF
CARROLLWOOD MANAGEMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be CARROLLWOOD MANAGEMENT, INC., and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon, and its principal place of business shall be 200 North Garden Avenue, Suite A, Clearwater, Florida 33755, or such other place as from time to time is designated.

ARTICLE II - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida including but not limited to the purchase, sale and operation of real property.

ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is seven thousand five hundred (7,500) shares of common stock, with a par value of One (\$1.00) Dollar per share, which stock may not be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE V - OFFICERS AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one (1) member as may be by the corporation provided, who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and address of the initial officer and director who is to serve until the first annual meeting of the stockholders is as follows:

Ronald P. Teevan
200 North Garden Avenue
Suite A
Clearwater, FL 33755

President, Secretary-Treasurer & Director

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles and the number of shares of common stock which he agrees to take are as follows:

<u>Name and Address</u>	<u>Number of Shares</u>	<u>Value</u>
Ronald P. Teevan 200 North Garden Avenue Suite A Clearwater, FL 33755	500	\$500.00

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE VIII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now existing or hereafter enacted.

ARTICLE IX - AMENDMENT

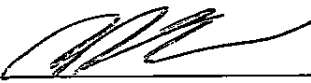
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL REGISTERED AGENT

The initial registered agent of the corporation and his address shall be as follows:

Ronald P. Teevan
200 North Garden Avenue
Suite A
Clearwater, FL 33755

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to these Articles of Incorporation this 30th day of April, 1998.

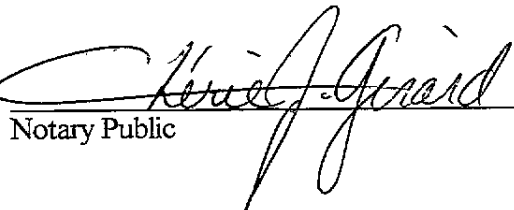


Ronald P. Teevan (Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

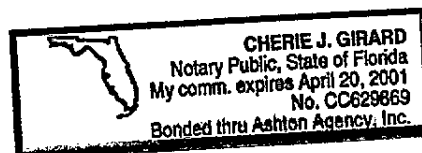
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared RONALD P. TEEVAN to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 30th day of April, 1998.



Notary Public


My Commission Expires:



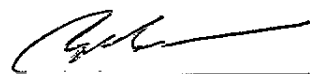
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT THE CARROLLWOOD MANAGEMENT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CLEARWATER, STATE OF FLORIDA, HAS NAMED RONALD P. TEEVAN LOCATED AT 200 NORTH GARDEN AVENUE, SUITE A, CITY OF CLEARWATER, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
RONALD P. TEEVAN
TITLE President
DATE APRIL 30, 1998

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.

SIGNATURE 
(Registered Agent)
DATE APRIL 30, 1998

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA