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LARRY S. HELMS
STARLENE D. MCGORY
MICHAEL B. MURPHY
CRAIG M. SPANJERS
J. MASON WINES
FRANK STANLEY
Retired

May 19, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/21/98--01068--006
*****122.50 *****122.50

RE: **Kapree Development Co., Inc.**
Our File No. CB-10887

Gentlemen:

Enclosed, for filing, please find Articles of Incorporation for **Kapree Development Co., Inc.** together with our check in the amount of \$122.50 for filing fee.

Thank you for your assistance.

Sincerely,

Jackie A. Deck
Jackie A. Deck
Assistant to Barry W. Bennett

:jad

enclosures

APPROVED
AND
FILED
98 MAY 21 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 26 1998

ARTICLES OF INCORPORATION
OF
KAPREE DEVELOPMENT CO., INC.

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **KAPREE DEVELOPMENT CO., INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this corporation is 103 Burns Lane, Winter Haven, Florida 33884, and the corporate mailing address is at 103 Burns Lane, Winter Haven, Florida 33884.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

98 MAY 21 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 302 South Lake Mariam Drive, Winter Haven, Florida 33884, and the name of the initial registered agent at that address is WILLIAM G. REED.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

STANLEY M. KAPLAN
2930 Plantation Road
Winter Haven, FL 33884

WILLIAM G. REED
302 South Lake Mariam Drive
Winter Haven, FL 33884

ARTICLE VIII - INCORPORATOR

WILLIAM G. REED is the person signing these Articles of Incorporation.

ARTICLE IX - BY-LAWS

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

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might

otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

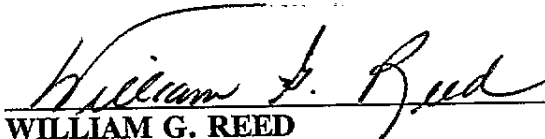
Shares of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
STANLEY M. KAPLAN	250 shares
WILLIAM G. REED	250 shares

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


WILLIAM G. REED

STATE OF FLORIDA
COUNTY OF POLK

I **HEREBY CERTIFY** that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **WILLIAM G. REED**, (X) who is personally known to me or () who has produced _____ as identification, known to me to be the incorporator of **KAPREE DEVELOPMENT CO., INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 19th day of May, 1998.



Jackie A. Deck
MY COMMISSION # CC738280 EXPIRES
May 10, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Jackie A. Deck
Notary Public - State of Florida
My Commission Expires:
My Commission No.

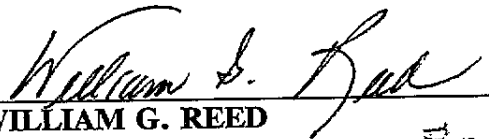
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **KAPREE DEVELOPEMENT CO., INC.**, desiring to organize under the laws of the State of Florida, has named **WILLIAM G. REED**, of 302 South Lake Mariam Drive, Winter Haven, Florida 33884, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


WILLIAM G. REED
Registered Agent

98 MAY 21 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED