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Joseph D. Zaks

*Quarles & Brady*

P98800046840

May 21, 1998

*Return to  
PLU ASB*

Attorneys' Title Insurance Fund, Inc.  
Attn: Barb  
660 East Jefferson Street  
Suite 200  
Tallahassee, FL 32301

Re: Vision Construction and Development, Inc.

900002535539--8  
-05/26/98--01075--012  
\*\*\*122.50 \*\*\*122.50

Dear Barb:

Enclosed are the original Articles of Incorporation, together with copies of the same, regarding the above-captioned corporation. I would appreciate your filing the same with the Secretary of State, and then calling me to confirm their acceptance. This firm's check in the amount of \$122.50 made payable to the Secretary of State, is also enclosed for payment of the filing fees. I would further appreciate your forwarding the certified copy of the Articles to me by the usual route.

Thank you for your assistance in this matter. Please feel free to call if you should have any questions.

Respectfully,

QUARLES & BRADY

*Nancy C. Jarvi*  
Nancy C. Jarvi  
Secretary to Leo Salvatori

/nj  
Enclosures

QBNAP\150401.1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 26 PM 3:26  
98 MAY 25 PM 2:40  
5-26  
WS

ARTICLES OF INCORPORATION  
OF  
VISION CONSTRUCTION AND DEVELOPMENT, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I  
Name

The name of the corporation is Vision Construction and Development, Inc.

ARTICLE II  
Duration

The duration of the corporation shall be perpetual.

ARTICLE III  
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV  
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V  
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

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DIVISION OF CORPORATIONS  
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ARTICLE VI  
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII  
Registered Office and Agent

The address of the initial registered office of the corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, and the name of its initial registered agent at such address is Naples-Lawdock, Inc., a Florida corporation.

ARTICLE VIII  
Incorporator

The name and address of the incorporator is Leo J. Salvatori, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE IX  
Principal Office

The principal office of the corporation is located at Cooeys Island Road, Steinhatchee, Florida 32359.

Executed this 21st day of May, 1998.

  
\_\_\_\_\_  
Leo J. Salvatori, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 21st day of May, 1998, by Leo J. Salvatori, who is personally known to me.

\_\_\_\_\_  
NOTARY PUBLIC (SEAL)

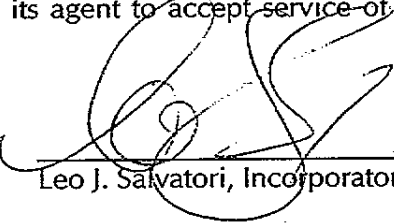
My Commission Expires: \_\_\_\_\_

CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE.

In compliance with Section 48.091, Florida Statutes and Section 607.0501(3) of the Florida Business Corporation Act, the following is submitted:

1. That Vision Construction and Development, Inc., desiring to organize under the laws of the State of Florida, has named Naples-Lawdock, Inc., located at 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, as its agent to accept service of process within Florida.

Dated: May 21, 1998

  
Leo J. Salvatori, Incorporator

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity; the undersigned is familiar with and accepts the obligations of §607.0505 of the Florida Business Corporation Act and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

(Corporate Seal)  
Naples-Lawdock, Inc., a Florida  
corporation,

Dated: May 21, 1998

By:

  
Leo J. Salvatori, as  
Vice President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 26 PM 3:27

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 21st day of May, 1998, by Leo J. Salvatori, as Vice President of Naples-Lawdock, Inc., a Florida corporation, who is personally known to me.

NOTARY PUBLIC (SEAL)

My Commission Expires: