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Reply To:

Englewood

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98 JUN 23 PM 2:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. GUY BATSEL  
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SCOTT D. ITTERSAGEN  
MIKO P. GUNDERSON  
ROBERT H. BERNISSON  
ROBERT F. KOCH  
JERRY S. PAUL

June 22, 1998

VIA U.P.S. NEXT DAY AIR

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

Return to  
F/u ASFA

Re: Incorporation of St. Clair Land Development Corp.

Dear Sir/Madam:

Enclosed please find the original and an executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and a check in the sum of \$70.00 for the filing fee. It is my understanding that you will bill this office the \$15.00 charge for filing the Articles of Incorporation.

I would appreciate you returning to this office the Certificate of Incorporation, copy of Articles and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

Miko P. Gunderson  
Miko P. Gunderson

MPG:dls

Enclosures

51738L03

Dictated By Miko P. Gunderson  
And signed in his absence  
by his secretary.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

JUN 23 1998  
P. HALL

ARTICLES OF INCORPORATION  
OF  
ST. CLAIR LAND DEVELOPMENT CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME AND ADDRESS

The name of this corporation is ST. CLAIR LAND DEVELOPMENT CORP., a Florida corporation, and the principal office is located at 2441 Vance Terrace, Port Charlotte, Florida 33981.

ARTICLE 2. - DURATION OF CORPORATION EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation shall be c/o Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A., 1861 Placida Road, Suite 204, Englewood, Florida 34223. The name of the initial registered agent at such address is Miko P. Gunderson.

ARTICLE 6. - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than five.

ARTICLE 7. - INITIAL DIRECTORS

The name and post office address of the initial directors are:

Richard B. Sinclair	2441 Vance Terrace Port Charlotte, FL 33981
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Nancy M. Barrow	2441 Vance Terrace Port Charlotte, FL 33981
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ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

Miko P. Gunderson

Batsel, McKinley, Ittersagen,  
Gunderson & Berntsson, P.A.  
1861 Placida Road, Suite 204  
Englewood, Florida 34223

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals this 22nd day of June, 1998.

Witnesses:

Donna Santarone  
Lagina Rumisot

Miko P. Gunderson  
Miko P. Gunderson

STATE OF FLORIDA :  
COUNTY OF CHARLOTTE :

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 Miko P. Gunderson, to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated.

WITNESS my hand and official seal in the State and County aforesaid this 22nd day of June, 1998.

Donna Santarone  
Notary Public  
My Commission Expires:



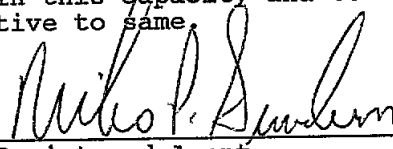
CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ST. CLAIR LAND DEVELOPMENT CORP., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has designated MIKO P. GUNDERSON whose street address is c/o Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A., 1861 Placida Road, Suite 204, Englewood, Florida 34223, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
Registered Agent

51738A02

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