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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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PHONE: (941)649-3186

ACCT#: 102336001100

FAX #: (941)263-0703

NAME: TUSCANY ISLE I, INC.

AUDIT NUMBER.....H98000013216

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
TUSCANY ISLE I, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

TUSCANY ISLE I, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

2154 Trade Center Way, Suite 3
Naples, FL 34109

THIRD: The aggregate number of shares that the Corporation is authorized to issue is as follows:

a. Ten Thousand (10,000) shares of common stock, and the par value of such shares shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure;

b. Of the Ten Thousand (10,000) shares of common stock authorized, Five Thousand (5,000) shares shall be voting common stock ("Voting Common Stock"); and

c. Of the Ten Thousand (10,000) shares of common stock authorized, the remaining Five Thousand (5,000) shares shall be non-voting common stock ("Non-Voting Common Stock"). The Non-Voting Common Stock shall have and enjoy the same rights, preferences and privileges as the Voting Common Stock, and shall, for all purposes, be and act as a single class of shares, except that the shares of the Non-Voting Common Stock shall not be entitled to vote on any matter, unless otherwise required by law. Each holder of the shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held by such holder. Each holder of shares of Non-Voting Common Stock shall not be entitled to vote on any matter by virtue of the holder holding such shares of Non-Voting Common Stock, unless otherwise required by law.

Prepared by Thad Kirkpatrick, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 398160

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FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

Thad Kirkpatrick, Esq.

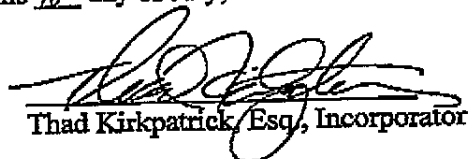
FIFTH: The name and address of the sole incorporator of the Corporation are:

Thad Kirkpatrick, Esq.
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as Director of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Arthur A. Shafran
2154 Trade Center Way, Suite 3
Naples, Florida 34109

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 16th day of July, 1998.


Thad Kirkpatrick, Esq., Incorporator

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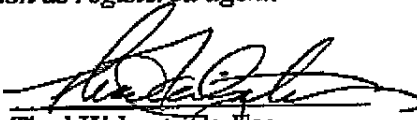
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: TUSCANY ISLE I, INC.
2. The name and address of the registered agent and office is:

Thad Kirkpatrick, Esq.
3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Thad Kirkpatrick, Esq.
Initial Registered Agent

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