



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 958490 9725B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 11, 1998

ORDER TIME : 11:0 AM

ORDER NO. : 958490-005

CUSTOMER NO: 9725B

CUSTOMER: Mark Price, Esq
ROETZEL & ANDRESS

Trainon Centre, Third Floor
850 Park Shore Drive
Naples, FL 34103

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-09/11/98--01071--007
*****122.50 *****122.50

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-09/11/98--01071--008
*****8.75 *****8.75

DOMESTIC FILING

NAME: ~~WILLOW DEVELOPMENT, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

2544
W98-20784

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 PM 11:05

RECEIVED
98 SEP 11 PM 12:19
DIVISION OF CORPORATIONS

9/14/98



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 PM 1:05

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: WILLOW DEVELOPMENT, INC.
Ref. Number: W98000020784

We have received your document for WILLOW DEVELOPMENT, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 798A00046288

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DIVISION OF CORPORATION

FILE FIRST

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 PM 1:05

WILLOW PARK DEVELOPMENT, INC.

a Florida corporation

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is WILLOW PARK DEVELOPMENT, INC.

ARTICLE II

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the Corporation is 2400 Tamiami Trail North, Suite 101, Naples, Florida 34103 and the name of its initial Registered Agent at such address is George Vukobratovich. The principal office of the corporation is located at 2400 Tamiami Trail North, Suite 101, Naples, Florida 34103.

ARTICLE VI

The Corporation shall have at least One (1) Director. The initial Board of Directors of the Corporation shall be comprised of Two (2) Directors whose names and addresses are:
Dennis Doyle - 8200 Normandale Blvd., Suite 200, Minneapolis, MN 55437-1060; and
George Vukobratovich - 2400 Tamiami Trail North, Suite 101, Naples, Florida 34103.

ARTICLE VII

The name and address of the incorporator is:
George Vukobratovich - 2400 Tamiami Trail North, Suite 101, Naples, Florida 34103.

ARTICLE VIII

These Articles of Incorporation may be amended by the assent of two-thirds percent ($66 + 2/3\%$) of the shareholders of the Corporation.

ARTICLE IX

The powers of the Corporation shall be as follows:

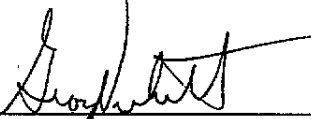
1. To engage in any activity or business authorized under the Florida General Corporation Act or Florida Statutes including, but not limited to, real property development.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
5. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.
6. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this Corporation.

ARTICLE X

The Corporation may be dissolved with the assent of not less than two-thirds (2/3) of the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 4th day of September, 1998.

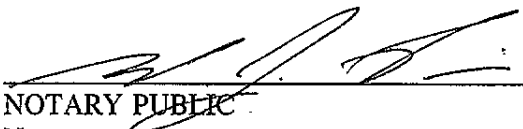
INCORPORATOR:



George Vukobratovich

STATE OF FLORIDA)
)SS:
COUNTY OF COLLIER)

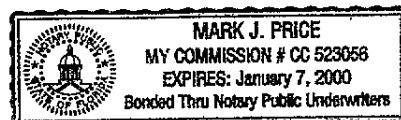
The foregoing instrument was acknowledged before me this 4th day of September, 1998, by George Vukobratovich, who (✓) is personally known to me, or who () has produced _____ as identification.



NOTARY PUBLIC
Name: _____

(Type or Print)

My Commission Expires:

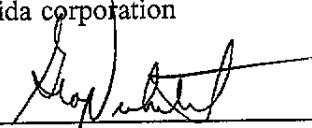


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

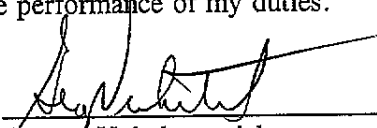
That WILLOW PARK DEVELOPMENT, INC., _____ desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named George Vukobratovich as its agent to accept service of process within Florida.

WILLOW PARK DEVELOPMENT, INC., _____, a
Florida corporation

By: 
George Vukobratovich, President

Date: September 4, 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.


George Vukobratovich

Date: September 4, 1998

143079_1.WP5

FILED
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DIVISION OF CORPORATIONS
98 SEP 11 PM 1:05