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BRUCE J. ROBBINS

COUNSELOR-AT-LAW

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PH 727.791.9994 FAX 727.726.1171

MEMBER OF THE BAR
COLORADO
FLORIDA
NEW YORK

NEW YORK OFFICE
65 HICKORY HILL RD
EASTCHESTER, NY 10709-1441
914.793.8685

September 10, 1998

Department of State
Division of Corporation
409 E. Gaines St.
Tallahassee, FL 32399

200002638322--2
-09/14/98--01075--020
*****70.00 *****70.00

Re: Articles of Incorporation
Manatee Golf Properties, Inc.

Gentlemen:

Transmitted herewith for filing, please find Articles of Incorporation of the above named company.

Also enclosed please find my check to cover your filing and registration fees in the sum of \$70.

Kindly forward to me a filing receipt evidencing the foregoing in the enclosed, self-addressed stamped envelope.

Encls.

Very truly yours,


BRUCE J. ROBBINS

Dmc
9-17-98

FILED
98 SEP 14 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MANATEE GOLF PROPERTIES, INC.

FILED

98 SEP 14 AM 8:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE
CORPORATE NAME/ADDRESS

The name of the corporation is, **MANATEE GOLF PROPERTIES, INC.** The principal office address of the corporation is: **1042 Main Street, Dunedin, FL 34698.**

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in any lawful act or activity for which corporations may be organized under the business corporation law, provided that the corporation is not formed to engage in any act or activity which requires the act or approval of any state official, department, board, agency or other body without such approval or consent first being obtained.

To carry on a mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of and generally deal in and with at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, or in any other lawful capacity, goods, wares,

merchandise, commodities, and unimproved, improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants and by-products thereof.

To create, manufacture, contract for, buy, sell, import, export, distribute, job and generally deal in and with, whether at wholesale or retail, and as principal, agent, broker, factor, commission merchant, licensor, licensee or otherwise, any and all kinds of goods, wares, and merchandise, and in connection therewith or independent thereof, to establish and maintain, by any manner or means, buying offices, distribution centers, specialty and other shops, stores, mail-order establishments, concessions, leased departments, and any and all other departments, sites and locations necessary, convenient or useful in the furtherance of any business of the corporation.

To develop, experiment with, manufacture, fabricate, produce, assemble, buy, lease or otherwise acquire, hold, own, operate, use, install, equip, maintain, service, process, possess, repossess, remodel, recycle, recondition, transport, import, export, sell, lease or otherwise dispose of and generally to deal in and with any and all kinds of material, including but not limited to raw material, products, manufactured articles and products, equipment, machinery, devices, systems, parts, tools and implements, apparatus, and goods, wares, merchandise and tangible property of every kind, used or capable of being used for any purpose whatsoever, and wheresoever located.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any state, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds

or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

2. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to lend money to and use its credit to assist its officers and employees; to purchase, take, receive, subscribe for, otherwise acquire, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interest in, or obligation of other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any government, state, territory, district, or municipality or of any instrumentality thereof, to make contracts and guarantees and incur such liabilities, borrow money at such rates of interest the corporation may determine, issue its notes, bonds or other obligations by mortgage or pledge of all or any of its property franchises and income; to lend money for its corporate purposes, and invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within and without this state; to elect or appoint officers and agents of the corporation and define their duties and fix their compensation; to make and alter By-Laws not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of corporations.

3. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

4. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of (One and No/100) Dollar (\$1.00) per share.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1042 Main Street, Dunedin, FL 34698; and the name of its initial registered agent at such address is L. John Guerin, Jr..

ARTICLE SIX
DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is (1) one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Name:

L. John Guerin, Jr.

Address:

1042 Main Street
Dunedin, FL 34698

ARTICLE SEVEN
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:


Name:

L. John Guerin, Jr.

Address:

1042 Main Street
Dunedin, FL 34698

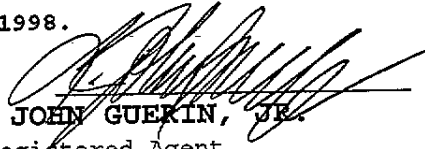
EXECUTED by the undersigned at Clearwater, Pinellas County,
Florida, on September 10, 1998.


L. JOHN GUERIN, JR. Incorporator

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated hereinabove, 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; and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

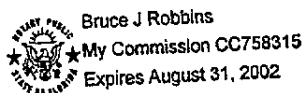
DATED: this 10th day of September, 1998.

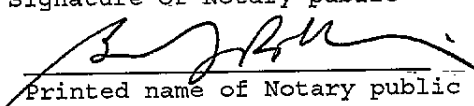

L. JOHN GUERIN, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10th day of September, 1998, by BRUCE J. ROBBINS, who is personally known to me, or has produced as proof of identity FLORIDA DRIVERS LIC. and who did take an oath.

Signature of Notary public




Printed name of Notary public

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
COMMISSION NUMBER: _____
My Commission Expires: _____

PREPARED BY:
BRUCE J. ROBBINS, ESQ.
28100 U.S. Hwy. 19N Ste. 511
Clearwater, FL 33761
(727) 791-9994

FILED
98 SEP 14 AM 8:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE