



GULF BAY

4001 Tamiami Trail North
Suite 350
Naples, Florida 34103
941.434.2030
FAX: 941.434.5333

September 16, 1998

300002656089--7
-10/05/98--01142--020
*****122.50 *****78.75

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: *Conor*
1
Gulf Bay Development, Inc.

Dear Madam/Sir:

Enclosed please find the Articles of Incorporation for the aforementioned company. Please file as appropriate and send us a certified copy of the filing. Also enclosed is a check made payable to the Department of State in the amount of \$122.50 to reflect the filing fees as well as the certified copy fees.

Thank you for your prompt attention to this matter.

Sincerely,

Joseph Livio Parisi
Joseph Livio Parisi, Esq.
Corporate Counsel

Enclosures

Joseph Parisi GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Corp name*
DATE *10/5/98*
DOC. EXAM *10/5/98*

FILED
98 OCT -5 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall

OCT - 9 1998

3

ARTICLES OF INCORPORATION
OF
GULF BAY DEVELOPMENT GROUP, INC.

FILED
98 OCT -5 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

GROUP,

The name of the corporation shall be GULF BAY DEVELOPMENT, INC. The address of the principal office of this corporation shall be 4001 Tamiami Trail North, Suite 350, Naples, Florida 34103, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of stocks that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 801 Laurel Oak Drive, Suite 710, Naples, Florida 34108 and the name of the initial registered agent of the corporation at that address is Mark J. Woodward, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the first Board of Directors are: Aubrey J. Ferrao of 4001 Tamiami Trail North, Suite 350, Naples, FL 34103; and Mark J. Woodward of 801 Laurel Oak Drive, Suite 710, Naples, FL 34108.

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is Joseph Livio Parisi of 4001 Tamiami Trail North, Suite 350, Naples, FL 34103.

ARTICLE VIII. AMENDMENTS

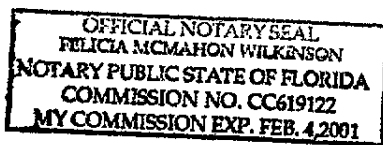
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all the stockholders and all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

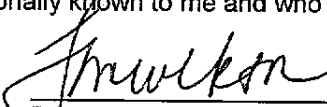

Joseph Livio Parisi, Subscriber

98 OCT -5 PM 1:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF COLLIER)

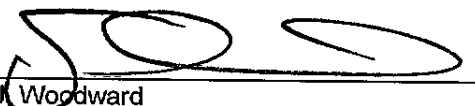
The foregoing instrument was acknowledged before me this 16th day of September, 1998, by JOSEPH LIVIO PARISI, who is personally known to me and who did not take an oath.




Printed Name: Felicia McMahon Wilkinson
Notary Public
Commission No. _____
My Commission Expires: _____

ACKNOWLEDGMENT BY REGISTERED AGENT

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 provision of all statutes relative to the proper and complete performance of my duties.


Mark J. Woodward