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LAW OFFICES OF
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December 3, 1998

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****122.50 ****78.75

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Semper Development of Naples, Inc.

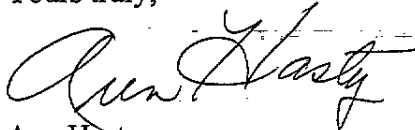
Gentlemen:

Enclosed please find original and copy of Articles of Incorporation of Semper Development of Naples, Inc. for filing and return to this office. We also request a certified copy of the Articles. A self-addressed, stamped envelope is enclosed for your convenience in returning the certified copy.

Also enclosed is our check in the amount of \$122.50 payable to Secretary of State, representing \$35.00 filing fee, \$35.00 registered agent designation, and \$52.50 for certified copy.

If you have any questions, or need additional information, please do not hesitate to contact the undersigned.

Yours truly,



Ann Hasty
Secretary to R. M. Vogel

/ah
enclosures

FILED
98 DEC -7 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dme
12/9/98

ARTICLES OF INCORPORATION

OF

SEMPER DEVELOPMENT OF NAPLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation (the "Corporation") is SEMPER DEVELOPMENT OF NAPLES, INC., whose principal office and mailing address is 5150 Tamiami Trail North, Suite 504, Naples, Florida 34103.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar (\$1.00), amounting to the aggregate of One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 5150 Tamiami Trail North, Suite 504, Naples, Florida 34103, and the name of its initial registered agent at such address is Louis W. Brenner, Sr.

ARTICLE V

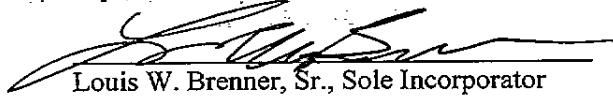
The number of directors constituting the initial Board of Directors of the Corporation is one and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor(s) shall have been elected and qualified is as follows:

Louis W. Brenner, Sr.
5150 Tamiami Trail North, Suite 504
Naples, Florida 34103

ARTICLE VI

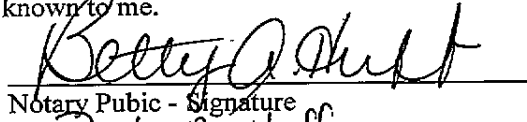
The name and address of the sole incorporator is Louis W. Brenner, Sr., 5150 Tamiami Trail North, Suite 504, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 3rd day of December, 1998.


Louis W. Brenner, Sr., Sole Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of December, 1998, by LOUIS W. BRENNER, SR., as sole incorporator of SEMPER DEVELOPMENT OF NAPLES, INC. He is personally known to me.


Notary Public - Signature

Betty A. Huff
Notary Public - Print Name
My Commission Expires: September 8, 2000
COMMISSION # CC582990 EXPIRES
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

LOUIS W. BRENNER, SR., having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.


LOUIS W. BRENNER, SR.