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TREISER, KOBZA & VOLPE, CHTD.

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January 12, 1999

Richard Shapack +
of Counsel

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+ Also admitted in New York
+ Also admitted in Kentucky
+ Also admitted in New Jersey

+ Board Certified Tax Attorney

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

000002741300--4
-01/14/99--01042--010
*****78.75 *****78.75

Re: **Petworth Development, Inc.**
Our File Number: 4151.000

Dear Reader:

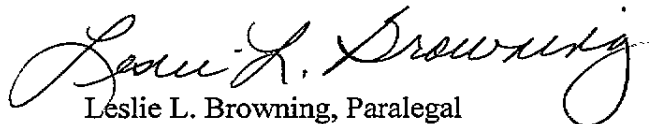
Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Petworth Development, Inc. together with our firm check in the sum of \$78.75 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

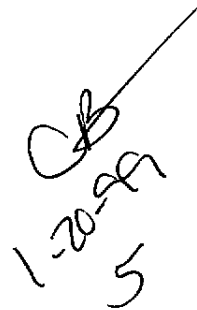


Leslie L. Browning, Paralegal
For The Firm
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/llb

Enclosures

E:\Clients Transactions\Smith, Andrew 1494\Olde Cypress\Petworth Development, Inc\Letter To Secretary Of State Re Filing Of Articles Of Incorporation

FILED
99 JAN 14 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
PETWORTH DEVELOPMENT, INC.

FILED
99 JAN 14 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is Petworth Development, Inc. The address of the Corporation is 205 Parkshore Drive, Unit # 413, Naples, Florida 34102.

ARTICLE II

DURATION

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

SHARES

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one, class, with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

ARTICLE VI
INCORPORATOR

The name and address of the sole Incorporator is Andrew Smith, 205 Parkshore Drive, Unit # 413, Naples, Florida 34102

ARTICLE VII

BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

ARTICLE VIII

BOARD OF DIRECTORS

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have one (1) Director initially, and the name and address of such initial Director is as follows:

Mr. Andrew Smith
205 Parkshore Drive
Unit # 413
Naples, Florida 34102

Mr. Adam Smith
205 Parkshore Drive
Unit # 413
Naples, Florida 34102

ARTICLE IX

CONTRACTS WITH DIRECTORS

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE X

SHAREHOLDERS' PROPERTY

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is Stanley J. Lieberfarb, and the address of the registered office is 4001 North Tamiami Trail, Suite 330, Naples, Florida 34103.

IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 19th day of October, 1998.

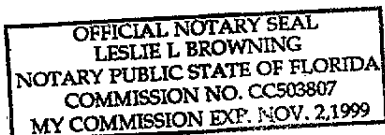
Leslie L. Browning
Leslie L. Browning

Andrew Smith
Andrew Smith

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19th day of October, 1998 by **ANDREW SMITH**, who is personally known to me (or has produced _____ as identification) and did take an oath.



Leslie L. Browning
Notary Public

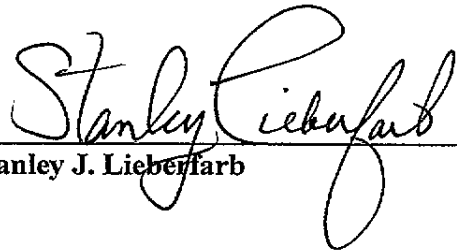
Typed, Printed or Stamped Name

My Commission Expires: _____
My Commission No. is: _____

ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 19th day of October, 1998.


Stanley J. Lieberfarb

I:\Clients Transactions\Smith, Andrew 1494\Petworth Development, Inc\Articles Of Incorporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA