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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 108326 5030952

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 78.75

ORDER DATE : January 21, 1999

ORDER TIME : 8:42 AM

ORDER NO. : 108326-005

CUSTOMER NO: 5030952

000002751190--6

CUSTOMER: Mr. Andrew I. Lewis  
PHILLIPS EISINGER & KOSS,  
PHILLIPS EISINGER & KOSS,  
Suite 265 South  
4000 Hollywood Boulevard  
Hollywood, FL 33021

DOMESTIC FILING

NAME: SOUTHERN FLORIDA DEVELOPMENT  
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 2:50

RECEIVED  
99 JAN 22 AM 9:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
THE SECRETARY OF STATE  
TALLAHASSEE, FL 32310

**ARTICLES OF INCORPORATION  
OF  
SOUTHERN FLORIDA DEVELOPMENT CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 22 PM 2:50

**ARTICLE I  
NAME**

The name of this corporation shall be:

SOUTHERN FLORIDA DEVELOPMENT CORPORATION

**ARTICLE II  
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III  
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VI**  
**PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is: 2201 Tamiami Trail North, Naples, Florida 34103.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Andrew I. Lewis, Esq.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names of the Directors are:

David Bayer  
Shamssulin Rayani  
Bernard Schwalbe

The address of the Directors is as follows: 2201 Tamiami Trail North, Naples, Florida 34103.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is Andrew I. Lewis, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

**ARTICLE X**  
**BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI**  
**AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of January, 1999.

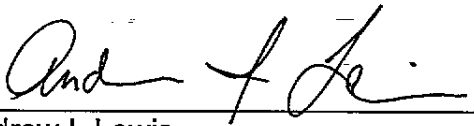
  
\_\_\_\_\_  
Andrew I. Lewis, Sole Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
-99 JAN 22 PM 2:50

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION  
NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT  
AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY  
OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 19th DAY OF JANUARY, 1999.

By:   
Andrew I. Lewis