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JONES and JONES
Attorneys at Law
A Partnership of
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400 FIFTH AVENUE SOUTH
NAPLES, FLORIDA 34102

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 AM 10:17

RICHARD M. JONES, P.A.
TAMARA LYNNE JONES, P.A.

PH: 941-263-4977
FX: 941-263-3264

January 25, 1999

EFFECTIVE DATE

1-22-99

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Ms. Doris Brown
Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

UPS NEXT DAY AIR

Re: Whipsnade Holdings, Inc.

Dear Ms. Brown:

Enclosed are Articles of Incorporation for the above corporation, copies of which were mailed on Saturday by first class mail. Also included is a copy of the Articles and my check for the filing fee. Please discard the check and copies enclosed with the first class mailing, file the enclosed Articles, and return to me your confirmation and the time stamped copy enclosed with this letter. Thank you very much for your courtesy.

Yours truly,


Richard M. Jones

ARTICLES OF INCORPORATION
OF
WHIPSNADDE HOLDINGS, INC.

EFFECTIVE DATE
1-22-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 AM 10:18

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida:

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is:

Whipsnade Holdings, Inc.

and the address of the principal office of the Corporation, which is also its mailing address, is **335 Fifth Avenue South, Naples, FL 34102.**

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles by the Incorporator.

ARTICLE III - PURPOSES AND POWERS

This Corporation is organized for the purpose of acquiring, purchasing, operating, improving, selling, exchanging and otherwise managing, dealing with, and disposing of real property. The powers of this Corporation shall include the transaction of any activity or business permitted under the laws of the United States and of the State of Florida, and this Corporation shall have all powers granted to corporations under said laws.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

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 such Shareholder already owns, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such stock is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 335 Fifth Avenue South, Naples, FL 34102, and the name of the initial Registered Agent of this Corporation at said address is Richard M. Jones. By execution hereof, the said Richard M. Jones hereby accepts the foregoing designation as Registered Agent for this Corporation.

ARTICLE VII - DIRECTOR

This Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By Laws, but shall never be fewer than one. The name and address of the initial Director of this Corporation are:

**Richard M. Jones
335 Fifth Avenue South
Naples, FL 34102**

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles are:

**Richard M. Jones
335 Fifth Avenue South
Naples, FL 34102**

ARTICLE IX - ACTION OF DIRECTOR WITHOUT A MEETING

The Board of Directors of this Corporation may take action by written consent, as provided by law, unless otherwise provided in these Articles or by the By Laws of this Corporation.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

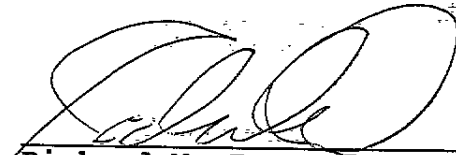
ARTICLE XI - BY LAWS

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

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Subscriber has
executed these Articles of Incorporation this 22 day of January,
1998.


Richard M. Jones

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 AM 10:18

STATE OF FLORIDA

COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me
this 22 day of January, 1998, by Richard M. Jones, who is
personally known to me.


Notary Public

NOTARY SEAL

My commission expires:



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PAGE 5 OF 5 PAGES

RICHARD M. JONES, P.A., JONES and JONES, 335 FIFTH AVENUE SOUTH, NAPLES, FLORIDA 34102