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CHARTERED

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MICHAEL J. GARAVAGLIA
JOHN E. MOORE, III**
BRADLEY W. ROSSWAY
LISA N. THOMPSON

PLEASE REPLY TO:

POST OFFICE BOX 3686
VERO BEACH, FLORIDA 32964

*BOARD CERTIFIED REAL ESTATE LAWYER

**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

February 8, 1999

200002773062--9
-02/11/99--01064--014
****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: Florida Development Services, Inc.

Dear Sir:

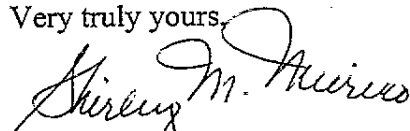
Enclosed please find an original and one conformed copy of the Articles of Incorporation for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy, with your Certificate attached, to this office.

I am also enclosing our check in the amount of \$122.50 covering the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Thank you for your consideration in this matter.

Very truly yours,



SHIRLEY M. MURICO

Legal Assistant to Bruce D. Barkett, Esq.

sm

Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -11 PM 4:18

2-15
105

ARTICLES OF INCORPORATION
OF
FLORIDA DEVELOPMENT SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 11 PM 4:18

ARTICLE I - NAME

The name of this corporation is Florida Development Services, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The amount of capital stock authorized for the corporation is a maximum of TEN THOUSAND (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share and which shall be issued as fully paid and non-assessable. The stock of this corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the corporation shall from time to time make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent and the initial registered office of this corporation is:
I accepts the duties and reponsibilities of registered agent for said corporation.
Bruce Barkett, Esq.
756 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VI - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

756 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors of this corporation shall be not less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Anthony J. Donadio	2125 Windward Way Vero Beach, FL 32963
Bruce D. Barkett	756 Beachland Blvd. Vero Beach, FL 32963
Haydn Curtis	2125 Windward Way Vero Beach, FL 32963

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

Bruce Barkett
756 Beachland Blvd.
Vero Beach, Florida 32963.

ARTICLE IX

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

A. Any limitation or restraint upon the transferability, alienation, or assignment of stock;

B. Any limitation or restraint upon the encumbrance or pledge of stock;

C. Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;

D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and

E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 5 day of February, 1999.

Shirley Ann M. Murico
Marilla J. West
As to Bruce D. Barkett

Bruce D. Barkett
Bruce D. Barkett / Registered Agent / Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 5th day of Feb, 1999, by Bruce D. Barkett, who is personally known to me or who has produced a Florida driver's license as identification.

Shirley Ann M. Murico
Name Printed:
Notary Public, State of
Florida
My Commission Expires:
My Commission No.:



Shirley Ann M. Murico
MY COMMISSION # CC695341 EXPIRES
January 30, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 11 PM 4:19