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A subsidiary of Minnesota Power.

226 east joel boulevard / lehigh acres, florida 33972 / telephone 941-368-5449 / facsimile 941-369-2141

P99000027528

March 19, 1999

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

500002813545--2
-03/22/99--01104--002
*****70.00 *****70.00

Re: Cape Properties, Inc.

Gentlemen:

Please find enclosed (in duplicate) Articles of Incorporation for Cape Properties, Inc. together with Lehigh Corporation Check No. 1458 in the amount of \$70.00, which represents the fee for filing these Articles of Incorporation and the Registered Agent fee.

Please file these Articles of Incorporation on our behalf, and affix the filing date to the duplicate copy. Please then return the duplicate copy to the undersigned in the enclosed, self-addressed envelope. If there is anything further needed to accomplish this filing, please contact me at 941-368-3229.

Thank you for your assistance in this matter.

Sincerely,

Janet Allison

Enclosures

ARTICLES OF INCORPORATION
OF
CAPE PROPERTIES, INC.

ARTICLE I

Name. The name of the corporation is CAPE PROPERTIES, INC.

ARTICLE II

Principal Office. The principal place of business of the corporation is 226 East Joel Boulevard, Lehigh, Florida 33972.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 226 East Joel Boulevard, Lehigh, Florida 33972, and the name of the initial registered agent of this corporation at that address is Janet Allison.

ARTICLE VI

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Donnie R. Crandell	226 East Joel Boulevard Lehigh, Florida 33972
Laura A. Holquist	226 East Joel Boulevard Lehigh, Florida 33972
Gregory M. Morris	226 East Joel Boulevard Lehigh, Florida 33972

ARTICLE VII

Incorporator. The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Donnie R. Crandell	226 East Joel Boulevard Lehigh, Florida 33972

ARTICLE VIII

Indemnification. The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

ARTICLE IX

Amendment to Articles. These Articles of Incorporation may be amended in any manner permitted by law.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 19th day of March, 1999.

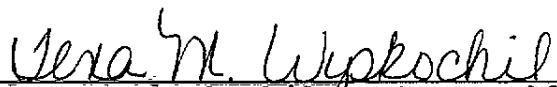


Donnie R. Crandell

STATE OF FLORIDA)
COUNTY OF LEE)

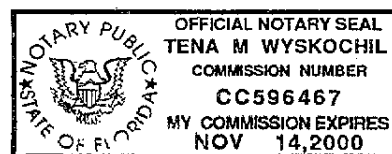
I HEREBY CERTIFY that before me, the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared DONNIE R. CRANDELL, who is personally known by me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed, and he did not take an oath.

Witness my hand and official seal in the county and state aforesaid mentioned this 19th day of March, 1999.



Tena M. Wyskochil, Notary Public
State of Florida, at Large

My Commission Expires:



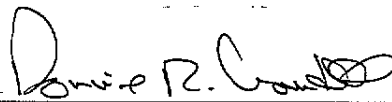
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is CAPE PROPERTIES, INC.
2. The name and address of the registered agent and office is:

Janet Allison
226 East Joel Boulevard
Lehigh, Florida 33972

SIGNATURE:


Donnie R. Crandell

TITLE:

Incorporator

DATE:

March 19, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE:


Janet Allison

DATE:

March 19, 1999