

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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X FILING Articles

1.) Leisure Properties of Pinellas, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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T. SMITH APR 02 1999

ARTICLES OF INCORPORATION

OF

LEISURE PROPERTIES OF PINELLAS, INC.

The undersigned as incorporator forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE 1.

NAME

The name of this corporation is **Leisure Properties of Pinellas, Inc.**

ARTICLE 2.

PRINCIPAL OFFICE

The principal address of this corporation is:

2325 Glenmore Circle
Sun City Center, FL 33573

ARTICLE 3.

CAPITAL STOCK

- A. This corporation is authorized to issue 10,000 shares of \$.01 par value common stock.
- C. The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE 4.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are as follows:

Name: Christopher C. Ferguson, Esquire

Address: 100 2nd Avenue South - Suite 400N
St. Petersburg, FL 33701

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ARTICLE 5.

INCORPORATOR

The name and address of the incorporator of this corporation is:

Name: Christopher C. Ferguson, Esquire

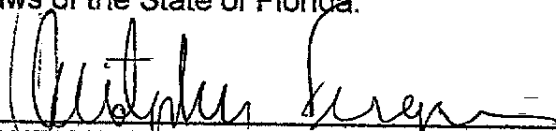
Address: 100 2nd Avenue South - Suite 400N
St. Petersburg, FL 33701

ARTICLE 6.

EFFECTIVE DATE OF ARTICLES

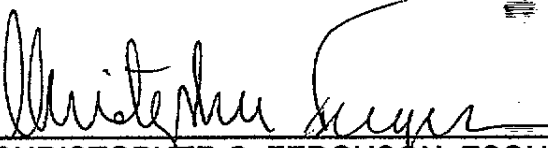
These Articles shall be effective upon filing with the Secretary of State for Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set his hand and seal this 1st day of April, 1999, for the purpose of organizing this corporation under the laws of the State of Florida.


CHRISTOPHER C. FERGUSON, ESQUIRE

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


CHRISTOPHER C. FERGUSON, ESQUIRE

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