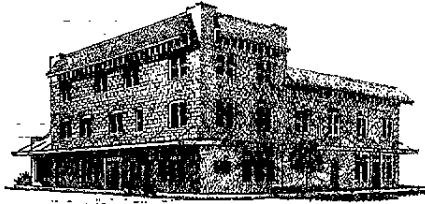


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

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THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELON KIRKLAND
WESTON F. SMITH



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

Direct Fax #: (941) 747-0583

May 5, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

000002867780--5
-05/07/99-01115--001
*****78.75 *****78.75

Attn: New Filing Section

Re: Third Avenue Development Company

To Whom it may concern:

Enclosed in duplicate please find the Articles of Incorporation for the above-captioned corporation together with the certificate designating the Registered Agent. I also enclose my firm's check in the amount of \$78.75 for the filing fee, obtaining a certified copy, and Registered Agent Certification.

Subsequent to filing of the enclosed Articles of Incorporation, please forward the certified copy of same to my office at the above address, together with your Certificate of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.

Robert W. Hendrickson, III
Robert W. Hendrickson, III

RWH:kes
Enclosures

FILED
1999 MAY -7 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2 Purlinton MAY 12 1999

FILED

1999 MAY -7 AM 8 16

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD AVENUE DEVELOPMENT COMPANY

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I.- NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be THIRD AVENUE DEVELOPMENT COMPANY, a Florida corporation. The street address and mailing address of the initial principal office of the Corporation is 525 8th Street West, Bradenton, Florida 34205.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - DATE OF COMMENCEMENT AND TERM OF EXISTENCE

Existence of the Corporation shall commence on filing these Articles of Incorporation with the Florida Department of State, and shall continue perpetually.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$5.00 per share. The Corporation will have no other classes of shares.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other

group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 1206 Manatee Avenue West, Bradenton, Florida 34205.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be ROBERT W. HENDRICKSON, III.

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ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

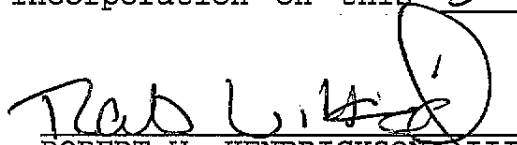
NAME

ADDRESS

ROBERT W. HENDRICKSON, III


1206 MANATEE AVE. W.
BRADENTON, FL 34205

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on this 5TH day of May, 1999.

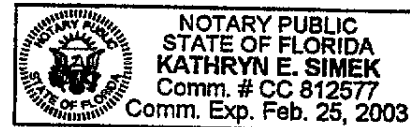

ROBERT W. HENDRICKSON, III

MANATEE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 5th day of May, 1999, by Robert W. Hendrickson, III, who is personally known by me and who did take an oath.


NOTARY PUBLIC (SEAL)
KATHRYN E. SIMEK
Typewritten Name of Notary

MY COMMISSION EXPIRES:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for THIRD AVENUE DEVELOPMENT COMPANY, as stated in these Articles of Incorporation.


Robert W. Hendrickson, III