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June 29, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

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***122.50 ***78.75

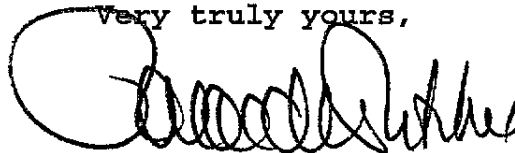
Re: Port Royal Property Services, Inc.

Dear Ladies:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, together with our trust account check in the amount of \$122.50.

Please file same and return the certified copy to the address shown above.

Very truly yours,



RONALD W. RITCHIE

/rwr
Enclosures

FILED
1999 JUL -6 PM 10:03
TALLAHASSEE, FLORIDA

FILED

1999 JUL -6 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PORT ROYAL PROPERTY SERVICES, INC.

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida Business Corporation Act.

Article I - NAME

The name of this Corporation is **PORT ROYAL PROPERTY SERVICES, INC.**

Article II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

680 Bougainvillea Road
Naples, Florida 34102

Article III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles.

Article V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

Article VI - 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 he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 680 Bougainvillea Road, Naples, Florida 34102, and the name of the initial registered agent of this Corporation at that address is VERNON K. MELHADO, III.

Article VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Director of this Corporation are:

VERNON K. MELHADO, III
680 Bougainvillea Road
Naples, Florida 34102

PATRICIA F. BOEVE
680 Bougainvillea Road
Naples, Florida 34102

Article IX - INCORPORATOR

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

VERNON K. MELHADO, III
680 Bougainvillea Road
Naples, Florida 34102

Article X - BY-LAWS

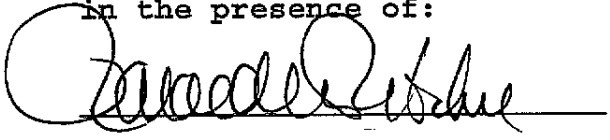
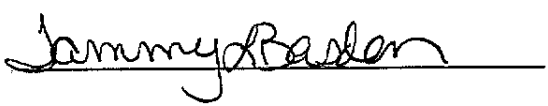
The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal to these Articles of Incorporation this 2nd day of July, 1999.



VERNON K. MELHADO, III, Incorporator

Signed, sealed and delivered
in the presence of:





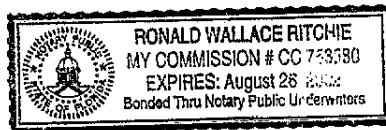
* * * *

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this
2nd day of July, 1999, by VERNON K. MELHADO, III, who is
personally known to me (or has produced her Florida Driver's
License No. _____ as identification)
and who did/did not take an oath.

(S E A L)


NOTARY PUBLIC
Print Name - Ronald W. Ritchie
Commission Number - CC 753580
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

That PORT ROYAL PROPERTY SERVICES, INC., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation, in the City of
Naples, County of Collier, State of Florida, has named VERNON K.
MELHADO, III, whose address is 680 Bougainvillea Road, Naples,
Florida 34102, as its agent to accept service of process within
this state.

* * * *

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above-
stated Corporation, at the place designated in this certificate, I
hereby accept the appointment as Registered Agent and agree to act
in this capacity. I further agree to comply with the provisions of
all statutes relating to the proper and complete performance of my
duties, and I am familiar with and accept the obligations of my
position as Registered Agent.

DATED this 2nd day of July, 1999.



VERNON K. MELHADO, III,
Registered Agent

ALLAHASSEE, FLORIDA

1999 JUL -6 AM 10:03

FILED