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THE LAW OFFICE OF RICHARD P. O'CONNOR

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July 2, 1999

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

200002923852--2
-07/06/99-01114-012
****122.50 *****78.75

Re: **SHADY DELL OF LARGO, INC.**

Dear Division of Corporations:

Enclosed please find an original and one copy of Articles of Incorporation for above-referenced corporation, and a check for \$122.50.

Please note that the effective date of incorporation is July 2, 1999.

Please file the Articles and return a Certified Copy of the approved Articles to the undersigned attorney.

Sincerely,

Richard P. O'Connor

Richard P. O'Connor, CPA
Attorney at Law

enclosure

EFFECTIVE DATE
7-2-99

FILED
99 JUL -6 AM 11:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SHADY DELL OF LARGO, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be:

SHADY DELL OF LARGO, INC.

Article 2. Address. The location and mailing address of the principal office of the Corporation is 3335 West Maritana Drive, St. Pete Beach, FL 33706.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive net assets of the Corporation upon dissolution. The Corporation is authorized to issue 1,000 common shares.

Article 4. Purpose. The purpose for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act (Florida Statutes Chapter 607).

Article 5. Effective Date. The effective date of incorporation shall be **July 2, 1999.**

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors shall be two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the corporation are:

Charles B. Bates

3335 West Maritana Drive
St. Pete Beach, FL 33706

Paulette D. Marquis

19201 Vista Lane #C-3
Indian Shores, FL 33785

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 3335 West Maritana Drive, St. Pete Beach, FL 33706 and the name of the initial Registered Agent at that address is NANCY E. BIDDLE.

Article 8. Incorporator. The name of the Incorporator is NANCY E. BIDDLE, whose address is 3335 West Maritana Drive, St. Pete Beach, FL 33706.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 2nd day of July, 1999.


NANCY E. BIDDLE

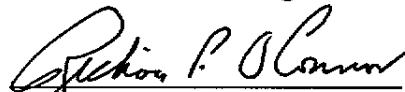
**STATE OF FLORIDA
COUNTY OF PINELLAS**

Before me personally appeared NANCY E. BIDDLE known to me personally to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2 day of July, 1999.



RICHARD P. O'CONNOR
My Commission CC515368
Expires Dec 04 1999


Richard P. O'Connor
Notary Public

FILED
99 JUL -6 AM 11:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, NANCY E. BIDDLE, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


NANCY E. BIDDLE

Date: 7/2/99