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THE UNITED STATES CORPORATION COMPANY

FILED
99 JUL 14 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072I00000032
REFERENCE : 306513 7132652
AUTHORIZATION :
COST LIMIT : \$ 78.75

Patricia Pizitz

ORDER DATE : July 14, 1999
ORDER TIME : 11:19 AM
ORDER NO. : 306513-005
CUSTOMER NO: 7132652

200002931142--8

CUSTOMER: Ms. Beth Rizzo
H.P. PROPERTIES, L.C.
H.P. PROPERTIES, L.C.
14831 Laguna Drive
Fort Myers, FL 33908

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BAY & GULF PROPERTIES, INC.

EFFECTIVE DATE:..

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 7/14/99 ✓

ARTICLES OF INCORPORATION
OF
BAY & GULF PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Bay & Gulf Properties, Inc. The address of the principal office of this corporation shall be: 14831 Laguna Drive, Fort Myers, Florida 33908 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida and any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One thousand (1,000) shares of stock with a par value of One Dollar (\$1.00).

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 14831 Laguna Drive, Fort Myers, Florida 33908 and the name of the initial registered agent at that address is: Elizabeth Ann Rizzo-Gavin.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three(3) Directors, initially. The names and street address of the initial members of the Board of Directors are:

Elizabeth Ann Rizzo-Gavin
11906 Quail Run Drive
Fort Myers, FL 33908

Francine Sawicki
17031 Coral Cay Lane
Fort Myers, FL 33908

Patricia McLaughlin
519 93rd Avenue North
Naples, Florida 34108

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

Elizabeth Ann Rizzo-Gavin President
11906 Quail Run Drive
Fort Myers, FL 33908

Francine Sawicki Vice-President
17031 Coral Cay Lane
Fort Myers, FL 33908

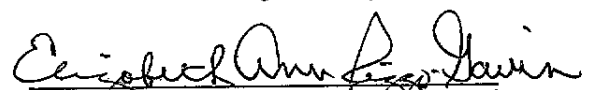
Patricia McLaughlin Secretary/
519 93rd Avenue North Treasurer
Naples, Florida 34108

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Elizabeth Ann Rizzo-Gavin
11906 Quail Run Drive
Fort Myers, FL 33908

IN WITNESS WHEREOF, the undersigned incorporator of BAY & GULF PROPERTIES, INC., has hereunto set her hand and seal this 12th day of July, 1999.


Elizabeth Ann Rizzo-Gavin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

ELIZABETH ANN RIZZO-GAVIN, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent.


Elizabeth Ann Rizzo-Gavin