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WRITER'S DIRECT LINE

July 8, 1999

BY CERTIFIED MAIL/RETURN RECEIPT REQUESTED
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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: WILLOW BROOK DEVELOPMENT COMPANY

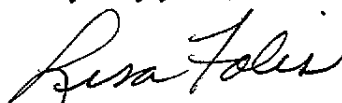
Dear Sir/Madam:

Enclosed please find duplicate originals of the Articles of Incorporation of Willow Brook Development Company and a check made payable to the Department of State in the amount \$78.75 to cover the filing fees. Please file these articles as quickly as possible. Then, using our original, provide a certified copy and return it to our office via regular US mail.

Should any problems arise in connection with this filing, please contact me immediately.

Thank you very much.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encls-361124

FILED
99 JUL 12 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WILLOW BROOK DEVELOPMENT COMPANY

FILED
99 JUL 12 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Willow Brook Development Company

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Corporation is:

200 South Orange Avenue
Sarasota, Florida 34236

3. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

George A. Dietz
200 South Orange Avenue
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

6. Incorporator. The name and address of the incorporator of the Corporation is:

George A. Dietz
200 South Orange Avenue
Sarasota, Florida 34236

7. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 8th day of July, 1999.


George A. Dietz
Incorporator and Registered Agent