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**Florida Department of State**

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**FLORIDA PROFIT CORPORATION OR P.A.**

**EXCAL DEVELOPMENT CORPORATION**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
EXCAL DEVELOPMENT CORPORATION**

**THE UNDERSIGNED**, acting as sole incorporator **EXCAL DEVELOPMENT CORPORATION** (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation (the "Articles") for the Corporation:

**ARTICLE I**  
**Name**

The name of the Corporation is: **EXCAL DEVELOPMENT CORPORATION.**

**ARTICLE II**  
**Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**  
**Shares**

The total number of shares which the Corporation shall have the authority to issue shall be One Thousand (1,000) shares, consisting of a single class of common stock having a par value of \$.01 per share.

**ARTICLE IV**  
**Preemptive Rights**

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

Vitauts M. Gulvis, Esq  
Florida Bar # 731129  
Foley & Lardner  
100 N Tampa Street, Suite 2700  
Tampa, Florida 33602  
(813) 229-2300

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**ARTICLE V**  
**Principal Office**

The address of the Principal Office of the Corporation is 100 North Tampa Street, Suite 3575, Tampa, Hillsborough County, Florida 33602. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE VI**  
**Mailing Address**

The mailing address of the Corporation 100 North Tampa Street, Suite 3575, Tampa, Florida 33602.

**ARTICLE VII**  
**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is 200 Laura Street, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F&L Corp.

**ARTICLE VIII**  
**Members of Initial Board of Directors**

The names and addresses of the persons constituting the initial Board of Directors of the Corporation, who shall serve for a term ending with the organizational meeting of the shareholders of the Corporation shall be the following:

R. Park Newton	100 North Tampa Street, Suite 3575 Tampa, Florida 33602
Aris Newton	100 North Tampa Street, Suite 3575 Tampa, Florida 33602
John Casky	100 North Tampa Street, Suite 3575 Tampa, Florida 33602

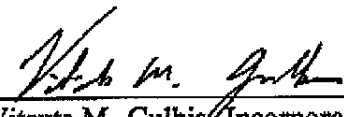
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**ARTICLE IX**  
**Incorporator**

The name and address of the sole incorporator of the Corporation is: **Vitauts M. Gulbis, Foley & Lardner, 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602.**

**IN WITNESS WHEREOF**, these Articles have been signed by the undersigned incorporator this 23<sup>rd</sup> day of July, 1999.

  
\_\_\_\_\_  
Vitauts M. Gulbis, Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL**  
**REGISTERED AGENT**

**THE UNDERSIGNED**, a corporation resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of EXCAL DEVELOPMENT CORPORATION.

**DATED**, this 23<sup>rd</sup> day of July, 1999.

F&L Corp.

By: 

Its: Vice President

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