



THE UNITED STATES
CORPORATION
COMPANY

P9900007332

99 AUG 17 PM 3: 06

ACCOUNT NO. : 072100000032

REFERENCE : 261643 89162A

AUTHORIZATION :

COST LIMIT : \$ PPD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 3, 1999

ORDER TIME : 10:23 AM

ORDER NO. : 261643-005

CUSTOMER NO: 89162A

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-06/03/99--01035--019
*****70.00 *****70.00

CUSTOMER: Ms. Elaine Petrillo
ANANIA, BANDKLAYDER, BLACKWELL,
ANANIA, BANDKLAYDER, BLACKWELL,
Nationsbank Tower, Suite 4300
100 Southeast Second Street
Miami, FL 33131

DOMESTIC FILING

NAME: DELLWOOD DEVELOPMENT AND
REALTY OF FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PH 8/17/99

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Angie GAVE

12:11 PM 8-NOV 66 AUTHORIZATION BY PHONE TO

RECEIVED

*document submitted
after 60 days
give today's date 8/17/99*

DOL EXAM

*12934
WS*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 3, 1999

CSC NETWORKS

SUBJECT: DELLWOOD DEVELOPMENT AND REALTY OF FLORIDA, INC.
Ref. Number: W99000012934

RESUBMIT

Please give original
submission date as the

RESUBMIT

Please give original
submission date as file date

*Please give original
date of submission*

We have received your document for DELLWOOD DEVELOPMENT AND REALTY OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 599A00030249

RECEIVED
99 JUN 17 11:10:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DELLWOOD DEVELOPMENT AND REALTY INC.

July 20, 1999

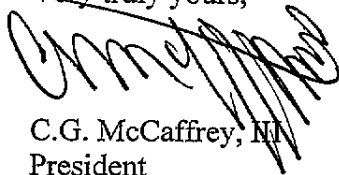
Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Madam or Sir:

I am the President and a Director of Dellwood Development & Realty, Inc., a Pennsylvania corporation authorized to do business in Florida. We have instructed our Florida counsel to establish a Florida corporation bearing the name Dellwood Development and Realty of Florida, Inc. Due to the similarity of this name to the name of our Pennsylvania Corporation, you have requested the consent of the Pennsylvania Corporation to use the name Dellwood Development and Realty of Florida, Inc. Dellwood Development & Realty, Inc. hereby consents to the use of this name.

Thank you for your assistance.

Very truly yours,


C.G. McCaffrey, III
President



ARTICLES OF INCORPORATION

OF

DELLWOOD DEVELOPMENT AND REALTY OF FLORIDA, INC.

FILED

99 AUG 17 PM 3:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be: Dellwood Development and Realty of Florida, Inc., 520 North Semoran Boulevard, Suite 230, Orlando, FL 32807.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation for all service of process shall be at 100 Southeast Second Street, NationsBank Tower, Suite 4300, Miami, Florida 33131-2144, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the above address shall be Francis A. Anania.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President/Director: Charles G. McCaffrey, III
520 North Semoran Blvd., Suite 230
Orlando, FL 32807

Vice President/Director: Sandra McCaffrey
520 North Semoran Blvd., Suite 230
Orlando, FL 32807

ARTICLE VIII

The name and address of the incorporator is Francis A. Anania, 100 Southeast Second Street, NationsBank Tower, Suite 4300, Miami, Florida 33131-2144.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to; or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28 day of May, 1999.

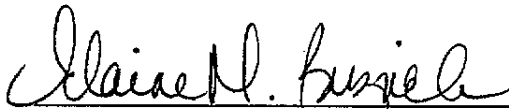


Incorporator

STATE OF FLORIDA)
)SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Francis A. Anania, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 28 day of May, 1999.



Notary Public, State of Florida



ELAINE M BRIZUELA
My Commission CC508303
Expires Nov. 06, 1999

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That Dellwood Development and Realty of Florida, 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 Miami, County of Dade, State of Florida, has named Francis A. Anania, located at 100 Southeast Second Street, NationsBank Tower, Suite 4300, Miami, Florida 33131-2144, as its agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Francis A. Anania
Registered Agent

DATED: This 26 day of May, 1999.

FILED
99 AUG 17 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA