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Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

The Gilchrist Club, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
THE GILCHRIST CLUB, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND
FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLES I.

NAME

The name of this corporation is The Gilchrist Club, Inc.

ARTICLES II.

PURPOSE

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

ARTICLES III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to
have outstanding at any time is One Thousand (1,000) shares of common stock at One
and 00/100 (\$1.00) Dollars per share par value.

ARTICLES IV.

DURATION

This corporation is to exist perpetually.

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ARTICLES V.COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLES VI.INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLES VII.BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLES VIII.AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLES IX.PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 360 Central Avenue, St. Petersburg, FL 33701, Pinellas, County, Florida .

The name and street address of the initial registered agent of the corporation in the State of Florida is: G. KRISTIN DELANO at 360 Central Avenue, St. Petersburg, FL 33701 The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLES X.INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have five (5) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert M. Menke	360 Central Avenue, St. Petersburg, FL 33701
David K. Meehan	360 Central Avenue, St. Petersburg, FL 33701
Robert G. Menke	360 Central Avenue, St. Petersburg, FL 33701
Edwin C. Hussemann	360 Central Avenue, St. Petersburg, FL 33701
G. Kristin Delano	360 Central Avenue, St. Petersburg, FL 33701

ARTICLES XI.INCORPORATORS

The names and addresses of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Nancy C. Haire	360 Central Avenue, St. Petersburg, FL 33701

\\NTHOME\LEGAL\Corporate\Gilchrist Club\Articles of Inc.doc\November 24, 1999

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IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: Nancy C. Haire .

Dated this 24th day of November, 1999.

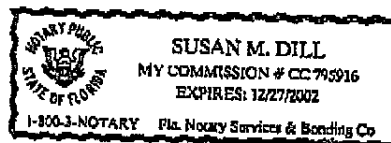
Nancy C. Haire

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of November, 1999, by Nancy C. Haire, as Incorporator of The Gilchrist Club, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or who has produced as identification, and did take an oath.

Susan M. Dill

Susan M. Dill, Notary Public
Serial Number: No. CC 795916
My Commission Expires: 12/27/2002



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**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 The Gilchrist Club, Inc., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named G. Kristin Delano, located at 360 Central Avenue, St. Petersburg, Pinellas County FL 33701 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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


G. Kristin Delano, Registered Agent
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