

1201 HAYS STREET
TALLAHASSEE, FLORIDA 32304
TEL: 904-222-9171 FAX: 904-222-0399

800-113-8016

99500054557



PRESTIGE HOTEL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 641899 80716A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 14, 1995

ORDER TIME : 10:22 AM

ORDER NO. : 641899

CUSTOMER NO: 80716A

700001538017
-07/14/95--01016--006
*****70.00 *****70.00

CUSTOMER: Mr. John E. Wickman
BLALOCK LANDERS WALTERS &
VOGLER, PA
802 11th Street W.

Bradenton, FL 34205

DOMESTIC FILING

NAME: MANATEE RANCHES, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

95 JUL 14 PM 1:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUL 14 1995

ARTICLES OF INCORPORATION
OF
MANATEE RANCHES, INC.

FILED
95 JUL 14 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be: MANATEE RANCHES, INC., and its initial mailing address shall be: 502 48th St. Ct. East, Bradenton, Florida 34208. The initial address of the Corporation's principal office shall be: 502 48th St. Ct. East, Bradenton, Florida 34208.

ARTICLE II

The purpose of this Corporation is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Corporation shall have all powers given corporations under the Laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be five hundred (500) shares of common stock having a par value of One Dollar (\$1.00).

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The name of the initial Registered Agent is John E. Wickman, and the street address of the initial registered office of this Corporation is 802 11th Street West, Bradenton, Florida 34205. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

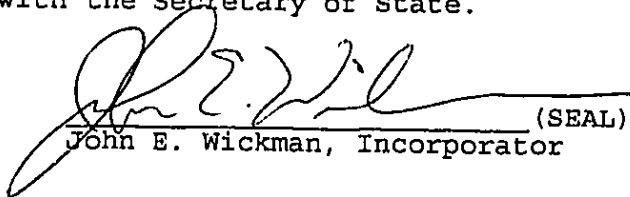
The name and address of the Incorporator of this Corporation is: John E. Wickman, 802 11th Street West, Bradenton, Florida 34205.

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law.

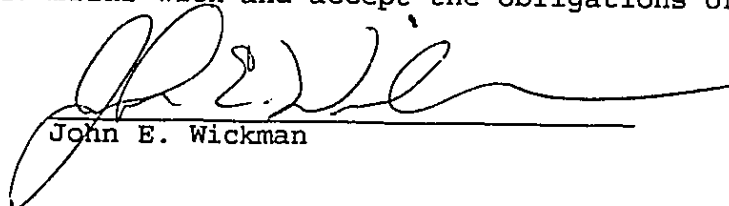
ARTICLE VIII

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence upon filing of these Articles of Incorporation with the Secretary of State.



John E. Wickman, Incorporator (SEAL)

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.



John E. Wickman

P95000054557

MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 N. GADSDEN AVENUE
P.O. BOX 101121
TALLAHASSEE, FLORIDA 32301
904/224-1100 FAX 904/222-7800

800/001-8544
1-800-5795-0112-008
****87.50 ****87.50

111 MADISON STREET SUITE 2100
P.O. BOX 151121
TAMPA, FLORIDA 33602
813/273-4200 FAX 813/273-4100

400 CLEVELAND STREET
P.O. BOX 1689
CLEARWATER, FLORIDA 34615
813/441-0980 FAX 813/442-8470

November 21, 1995

IN REPLY REFER TO
Tallahassee

Ms. Susan Payne
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

VIA HAND DELIVERY

FILED
NOV 21 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Manatee Ranches, Inc.

Dear Ms. Payne:

Enclosed are the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation requesting a change in the name of the corporation. Also enclosed is our check for \$87.50 to cover the filing fee and certified copy charge.

Once the Articles of Amendment have been filed, please file the enclosed Articles of Incorporation for Manatee Ranches, Inc. The original and one copy are enclosed. Also enclosed is our check to cover the filing fee and the certified copy charge.

I also need to obtain a certificate of status for the newly formed corporation. I am also enclosing a check for \$8.75 to cover the fee for the certificate.

Please deliver the two certified copies and the certificate of status to the messenger delivering this letter.

Thank you very much for your assistance in this matter. I very much appreciate your help.

Sincerely,

Carla A. Green
For the Firm

Enclosures
cag\ltr\manatee.doc

ARTICLES OF AMENDMENT

OF

MANATEE RANCHES, INC.

FILED

95 NOV 21 PM 1:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 Pursuant to Florida Statutes Sections 607.1003 and 607.1006, Article I of the Articles of Incorporation of the above-referenced Corporation is amended to change the name of this Corporation to **502 48TH, CORPORATION** and the old corporate name shall be replaced with the new name throughout the Articles of Incorporation of this Corporation.

2 The foregoing amendment was adopted on November 21, 1995, by written unanimous consent of all of the Directors and Shareholders entitled to vote on the amendment, in accordance with Florida Statutes Sections 607.0704 and 607.0821.

3 The amendment does not provide for an exchange, reclassification, or cancellation of stock.

4 The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on November 21, 1995.

Thomas B. Brown
THOMAS B. BROWN, President, Secretary,
Treasurer

Thomas B. Brown
THOMAS B. BROWN, Sole Director and Sole
Shareholder

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was subscribed and sworn to before me this 21 day of November, 1995, by THOMAS B. BROWN, individually and as President, Secretary, Treasurer, Sole Director and Sole Shareholder of MANATEE RANCHES, INC..

who is personally known to me,
 who produced _____ as identification and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and under authority duly vested in him by the corporation.

Robert G. Blalock
Signature

Print Name _____
 ROBERT G. BLALOCK
MY COMMISSION EXPIRES
NOVEMBER 25, 1995
COMMISSION NO. CC145212

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA

Commission No. _____

SHAREHOLDERS AND DIRECTORS CONSENT TO ACTION


The undersigned, being all of the Directors and Shareholders of MANATEE RANCHES, INC., a Florida corporation, do hereby unanimously consent to and approve the following written Consent to Action, which shall be treated for all purposes as resolutions, the second of which amends the Articles of Incorporation of the Corporation and the Bylaws of the Corporation, passed at special meetings of the Directors and Shareholders of the Corporation:

RESOLVED, that the name of the Corporation shall be changed to 502 48TH, CORPORATION.

RESOLVED, that the Articles of Incorporation and Bylaws shall be revised to change the name of this corporation to "502 48TH, CORPORATION" and the old corporate name shall be replaced with the new name throughout the Articles of Incorporation and Bylaws of this Corporation.

RESOLVED, that the Secretary of State be requested to approve and file the preceding resolution as an Article of Amendment in accordance with Chapter 607, Florida Statutes.

Dated: November 21, 1995


THOMAS B. BROWN, Sole Director


THOMAS B. BROWN, Sole Shareholder

TERMINATION AND RELEASE OF RIGHTS TO,
ASSIGNMENT OF AND CONSENT TO USE OF NAME

ASSIGNMENT made this 21st day of November, 1995, by 502 48TH CORPORATION, a Florida corporation, and THOMAS B. BROWN, as sole shareholder thereof (hereinafter "Assignors") to MANATEE RANCHES, INC., a Florida corporation (hereinafter "Assignee").

WITNESSETH:

For value received, Assignors hereby terminate and release, and simultaneously assign and transfer to Assignee, all of their right, title, and interest in the name "MANATEE RANCHES, INC.", and hereby consent to Assignee using this name as the name of Assignee's corporation effective upon receipt of this document by the Florida Secretary of State. The Assignors further agree that, if this assignment of the name is ineffective, their termination and release of their right, title, and interest in the name shall remain effective.

IN WITNESS WHEREOF, the parties have hereto executed, or caused to be executed, this Assignment and consent on the day, month, and year first above written.

WITNESSES:

502 48TH CORPORATION, a Florida corporation

By: Thomas B. Brown
THOMAS B. BROWN, President

[Signature]
[Signature]
[Signature]
[Signature]

Thomas B. Brown
THOMAS B. BROWN, Individually

"Assignors"

MANATEE RANCHES, INC., a Florida corporation

By: Thomas B. Brown
THOMAS B. BROWN, President

[Signature]
[Signature]

"Assignee"