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GOETZ, HARTMAN & LANDSTEINER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

JAMES L. GOETZ, P.A.
NORMAN A. HARTMAN, JR., P.A.
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2133 WINKLER AVENUE, SUITE 300
P. O. BOX 8844
FORT MYERS, FLORIDA 33911-8844
(811) 838-2841

January 17, 1996

Secretary of State
State of Florida
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

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-01/22/96--01100--015
****122.50 ****122.50

Re: Sabal Golf, Inc.

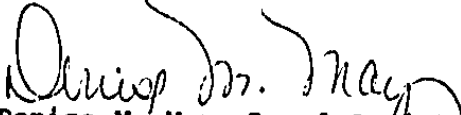
EFFECTIVE DATE
1-15-96

To Whom It May Concern:

Please find enclosed Articles of Incorporation for Sabal Golf, Inc.
I also enclose our client's check payable to the Secretary of State
in the amount of \$122.50 which represents the filing fee.

Should you have any questions or comments, please feel free to call
me.

Respectfully,


Denise M. May, Legal Assistant to
Karl C. Landsteiner, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 22 AM 10:34

AL JAN 26 1995

/dmm
Encls.

ARTICLES OF INCORPORATION

OF

SABAL GOLF, INC.

EFFECTIVE DATE

1-15-96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 22 AM 10:34

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME: The name of the corporation is SABAL GOLF, INC.

ARTICLE TWO

DURATION: The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE: The purpose for which the corporation is organized are the following:

A. To engage in and transact any lawful business of which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

CAPITAL STOCK: The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT: The street address of the Registered Office of the corporation is 2133 Winkler Avenue, Suite 300, Ft. Myers, FL 33901, and the name of its initial Registered Agent at that address is Karl C. Landsteiner. The principal office of the corporation is 3347 Sabal Springs Blvd., N. Ft. Myers, FL 33917.

ARTICLE SIX

INITIAL BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be increased or decreased from time to time in

accordance with the By-Laws, but shall never be less than one. The name and address of the initial Directors of the corporation are:
P. Karim Jebai, 3347 Sabal Springs, Blvd., N. Ft. Myers, FL 33917.

ARTICLE SEVEN

INCORPORATORS: The name and address of the Incorporator is:
P. Karim Jebai, 3347 Sabal Springs, Blvd., N. Ft. Myers, FL 33917.

ARTICLE EIGHT

COMMENCEMENT OF CORPORATE EXISTENCE: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE NINE

PREEMPTIVE RIGHTS: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting

the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE TEN

AMENDMENT: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to his reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 15th day of JANUARY, 1996.


P. Karim Jebai, Incorporator

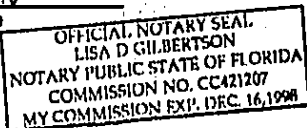
STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15th day of JANUARY, 1996, by P. Karim Jebai, Incorporator of Sabal Golf, Inc. He has produced a valid Florida driver's license as identification and did not take an oath.


NOTARY PUBLIC, State of Florida

LISA D. GILBERTSON
Print or Type Notary Name

My Commission Expires:



95 JAN 22 AM 10:34
SECRETARY OF CORPORATIONS
FLORIDA

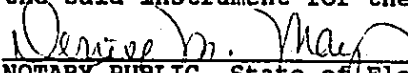
REGISTERED AGENT'S ACKNOWLEDGEMENT

I, Karl C. Landsteiner, am familiar with and accept the duties and responsibilities as registered agent for SABAL GOLF, INC.


Karl C. Landsteiner

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 16th day of JANUARY, 1996, by Karl C. Landsteiner, who has produced a valid Florida driver's license as identification and who did not take an oath. He executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.


NOTARY PUBLIC, State of Florida

Print or Type Notary Name

My Commission Expires:

