



THE UNITED STATES
CORPORATION
COMPANY

F98000000249

ACCOUNT NO. : 072100000032

REFERENCE : 668432 4807564

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 14, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 668432-010

CUSTOMER NO: 4807564

CUSTOMER: Patty K. Strauss, Legal Asst
Del Webb Corporation
6001 N. 24th Street

Phoenix, AZ 85016

100002401121-4
-01/15/98-01017-018
*****78.75 *****78.75

FOREIGN FILINGS

NAME: DEL WEBB'S SPRUCE CREEK
COMMUNITIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 AM 11:41

RECEIVED
98 JAN 15 AM 10:48
DIVISION OF CORPORATIONS

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 AM 11:41

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached

Address: _____

Vice President: _____

Address: _____

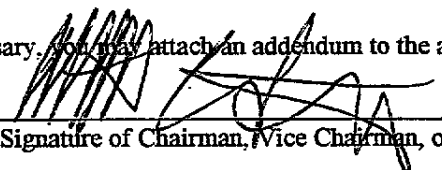
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robertson C. Jones, Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
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98 JAN 15 AM 11:41

DEL WEBB'S SPRUCE CREEK COMMUNITIES, INC.
(an Arizona corporation)

ARTICLES OF INCORPORATION: Filed September 23, 1996

AMENDMENTS TO ARTICLES: Filed January 13, 1998. Changed name from Bellasera Home Construction Co. to Del Webb's Spruce Creek Communities, Inc.

DIRECTORS AND OFFICERS 6001 North 24th Street, Phoenix, AZ 85016

DATE ELECTED

* John A. Spencer	President	01-09-98 (*09-23-96)
* Robertson C. Jones	Vice President	12-18-96 (*01-09-98)
* Anne L. Mariucci	Director	(*09-23-96)
David E. Rau	Vice President	12-18-96
Donald V. Mickus	Vice President and Treasurer	12-18-96
Philip H. Darrow	Secretary	01-09-98
Andrew G. Miller	Assistant Secretary	01-09-98
Mary S. Alexander	Assistant Secretary	12-18-96
C. Patrick Dempsey	Assistant Treasurer	12-18-96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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* Also Director

CAPITAL STOCK:

Authorized: 1,000 shares; .001 par value

Issued and Outstanding:

<u>Certificate</u>	<u>Shares</u>	<u>Date</u>	<u>Issued To</u>
#1	1,000		Del Webb Corporation

PRESENT STATUS: Acquisition and development of Spruce Creek community in Florida.

BUSINESS QUALIFICATIONS

Arizona

STATUTORY AGENT

Philip H. Darrow

FISCAL YEAR: June 30th

EIN#: 86-0843862

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 15 AM 11:4

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****DEL WEBB'S SPRUCE CREEK COMMUNITIES, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on September 23, 1996.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

*IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capitol, this
14th day of January, 1998, A. D.*



Jack Rose
Executive Secretary

BY:

Susan Porter