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TALLAHASSEE, FL 32301-2607

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P96000/02142



PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 193220 4381472

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 131.25

ORDER DATE : December 18, 1996

ORDER TIME : 10:50 AM

ORDER NO. : 193220-005

CUSTOMER NO: 4381472

400002032744--7

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL

390 N. Orange Avenue
Suite 1100
Orlando, FL 32801

DOMESTIC FILING

NAME: PALMETTO DUNES, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS:

FILED
96 DEC 18 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 18 PM 12:10
DIVISION OF CORPORATIONS

KR
12-18-96

ARTICLES OF INCORPORATION
OF
PALMETTO DUNES, INC.

FILED
96 DEC 18 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PALMETTO DUNES, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 3300 South Hiawasse Road, Suite 107, Orlando, Florida 32835. The initial mailing address of the corporation is 3300 South Hiawasse Road, Suite 107, Orlando, Florida 32835.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 voting shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services of Central Florida, Inc.	390 N. Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the members of this corporation's initial Board of Directors are as follows:

Lee Chira 3300 South Hiawassee Road
 Suite 107
 Orlando, Florida 32835

ARTICLE VII - INDEMNIFICATION

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him by reason of his/her being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 17th day of December, 1996.

B&C Corporate Services of
Central Florida, Inc.

By: 

Randal M. Alligood,
Vice President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is PALMETTO DUNES, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC.
390 N. Orange Avenue
Suite 1100
Orlando, Florida 32801

PALMETTO DUNES, I.N.C.

By: B&C Corporate Services of
Central Florida, Inc.

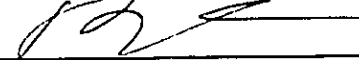
By: 
Randal M. Alligood,
Vice President

Title: Incorporator

Dated this 17th day of December, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PLRFORMANC. OF HIS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of
Central Florida, Inc.

By: 
Randal M. Alligood,
Vice President

Dated this 17th day of December, 1996.