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CATALANO & FISHER

CHARTERED

ATTORNEYS AT LAW

Northern Trust Building, Suite 404
4001 Tamiami Trail North
Naples, Florida 34103-8702

ANTHONY J. CATALANO
A. ALSTON FISHER, JR.

(941) 262-8000
TELECOPIER (941) 262-4372

November 24, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

500002697515--6
-11/30/98--01070--016
*****122.50 *****78.75

Re: Estancia at Bonita Bay, Inc.

Gentlemen:

Enclosed herein please find the following with respect to the above captioned corporation:

Original and one copy of the Articles of Incorporation, together with Registered Agent Certificate

Also enclosed is our check in the amount of \$122.50 to be applied as follows:

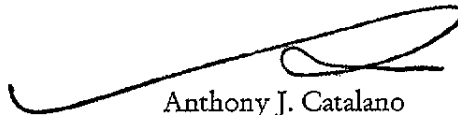
Filing Fees	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>52.50</u>
	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 10:41

The certified copy of the Articles of Incorporation should be returned to the undersigned.

If you have any questions concerning the enclosed, please do not hesitate to contact the undersigned.

Very truly yours,



Anthony J. Catalano

AJC:mjs
Enclosures
cc: Richard J. Baker

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 30 AM 10:41

ARTICLES OF INCORPORATION
OF
ESTANCIA AT BONITA BAY, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is ESTANCIA AT BONITA BAY, INC., and the address of the principal office is 4200 Gulf Shore Boulevard North, Naples, FL 34103.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue Seventy-Five Hundred (7,500) shares, all of one class, One (\$1.00) Dollar par value.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 10:41

ARTICLE V

The address of its initial registered office is 4001 Tamiami Trail North, Suite 404, Naples, FL 33940, and the name of its initial registered agent at said address is Anthony J. Catalano.

ARTICLE VI

The name and address of the incorporator is:

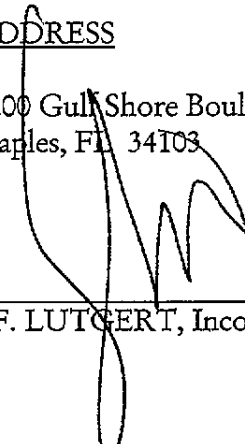
NAME

SCOTT F. LUTGERT

ADDRESS

4200 Gulf Shore Boulevard North
Naples, FL 34103

DATED: 11/24/98



SCOTT F. LUTGERT, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



ANTHONY J. CATALANO, Registered Agent