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PROFESSIONAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 068044 4804661

AUTHORIZATION :

COST LIMIT : \$122.50

Patricia Pigott

RECEIVED
STATE OF ILLINOIS
JUL 28 1996
PM 3:33

ORDER DATE : August 28, 1996

ORDER TIME : 11:04 AM

ORDER NO. : 068044

CUSTOMER NO: 4804661

600001934806

CUSTOMER: Rita Slager, Legal Assistant
SCHWARTZ & FREEMAN LAW OFFICE

401 North Michigan Avenue
Suite 1900
Chicago, IL 60611-4206

DOMESTIC FILING

NAME: FLORIDA DESIGN COMMUNITIES
REALTY, INC. AT SUN CITY
CENTER AND WALDEN LAKE

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

cf
8/28/96

RECEIVED
96 AUG 28 PM 12:14
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
FLORIDA DESIGN COMMUNITIES REALTY, INC.
AT SUN CITY CENTER AND WALDEN LAKE

FILED
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CORPORATIONS
96 AUG 28 PM 3:33

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is FLORIDA DESIGN COMMUNITIES REALTY, INC. AT SUN CITY CENTER AND WALDEN LAKE.

SECOND: The principal office and mailing address of the corporation shall be 2020 Clubhouse Drive, Sun City Center, Florida 33573.

THIRD: The number of shares that the corporation is authorized to issue is Ten Thousand (10,000), all of which are \$.01 par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 2020 Clubhouse Drive, Sun City Center, Florida 33573.

The name of the initial registered agent of the corporation at the said registered office is Milton G. Flinn.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Milton G. Flinn

2020 Clubhouse Drive
Sun City Center, Florida 33573

SIXTH: The corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporation laws of the State of Florida.

SEVENTH: This corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, and may do and

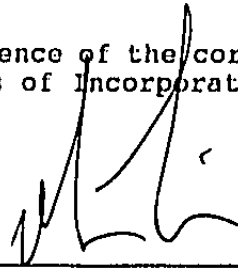
perform any and all acts and deeds lawful to be done and performed by corporations under said law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

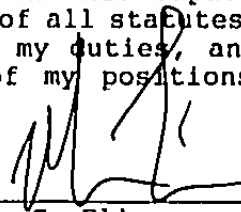
TENTH: The corporate existence of the corporation shall begin on the filing of these Articles of Incorporation.

Signed on August 26, 1996.



Milton G. Flinn, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.



Milton G. Flinn

Date: 8-26-96