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ACCOUNT NO. : 072100000032

REFERENCE : 736534 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 11, 1998

ORDER TIME : 10:14 AM

ORDER NO. : 736534-015

CUSTOMER NO: 4728359

CUSTOMER: Barbara Rowe, Legal Assistant
BUSH ROSS GARDNER WARREN &
RUDY
220 South Franklin Street

Tampa, FL 33602

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-03/11/98--01061--003
****490.00 ****70.00

DOMESTIC FILING

NAME: HUNTER'S RIDGE RESIDENTIAL
GOLF PROPERTIES, INC.

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: Cassandra Bryant

EXAMINER'S INITIALS:

624-
W98-5445
534-625

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 AM 9:22

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98 MAR 11 AM 11:27
DIVISION OF CORPORATION



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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: HUNTER'S RIDGE RESIDENTIAL GOLF PROPERTIES, INC.
Ref. Number: W98000005445

We have received your document for HUNTER'S RIDGE RESIDENTIAL GOLF PROPERTIES, INC.. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00013468

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HUNTER'S RIDGE RESIDENTIAL GOLF PROPERTIES, INC.
Ref. Number: W98000005445

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RESUBMIT

Please give original
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We have received your document for HUNTER'S RIDGE RESIDENTIAL GOLF PROPERTIES, INC.. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Claretha Golden
Document Specialist

Letter Number: 498A00013288

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EFFECTIVE DATE

3/4/98

ARTICLES OF INCORPORATION
OF
HUNTER'S RIDGE RESIDENTIAL GOLF PROPERTIES, INC.

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DIVISION OF CORPORATIONS
98 MAR 11 AM 9:22

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is HUNTER'S RIDGE RESIDENTIAL GOLF PROPERTIES, INC. and its principal office and mailing address is 7300 U. S. Highway 27, N.W., Ocala, FL 34482.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100,000 shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is J. Stephen Gardner.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Barbara A. Rowe

220 South Franklin Street
Tampa, Florida 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 14th day of March, 1998.

Barbara A. Rowe (SEAL)
Barbara A. Rowe

146466.01

CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, HUNTER'S RIDGE RESIDENTIAL GOLF PROPERTIES, INC., desiring to organize under the laws of the State of Florida, hereby designates J. Stephen Gardner, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

U. S. RESIDENTIAL GOLF PROPERTIES,
INC.

By *Barbara A. Rowe*
Barbara A. Rowe, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

J. Stephen Gardner
J. Stephen Gardner

146466.01

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