

S & S Golf Management, Inc.
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March 9, 1999

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Tracy Aug sburger, Document Specialist
Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

Subject: Letter Number: 199A00010286

\$ 78.75 Filing Fees/Registered Agent

Dear Tracy:

Enclosed please find the corrected copies of Articles of Incorporation of St. Charles Homes Inc. Also enclosed is the return Federal Express envelope we discussed.

Thank you for your assistance and I think that I may get the next one correct.

Sincerely,



Eli Boudreaux
Corporate Administrator

Enclosures

FILED
99 MAR 10 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-5424



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 5, 1999

HELEN I. SARVER
10060 AMBERWOOD RD, STE 3
FORT MYERS, FL 33913

(941) 561-1444

SUBJECT: ST. CHARLES HOMES INC.
Ref. Number: W99000005424

We have received your document for ST. CHARLES HOMES INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

THE "REGISTERED" OFFICE AND THE REGISTERED AGENT'S LOCATION NEED TO BE THE SAME PLACE. IF THE S TAMiami TR ADDRESS IS JUST THE PRINCIPAL PLACE OF BUSINESS, PLEASE REMOVE "REGISTERED OFFICE" FROM ARTICLE VI.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 199A00010286

**ARTICLES OF INCORPORATION
OF
ST. CHARLES HOMES INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby establish for the purpose of becoming a corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a Corporation operating for profit, and do hereby, make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a Corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be ST. CHARLES HOMES INC.

ARTICLE II

This Corporation shall have perpetual existence unless sooner dissolved as be directed by law.

ARTICLE III

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a nominal or par value of one dollar (1.00) per share. The consideration to be paid for each such share shall be money, property, or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

ARTICLE V

The amount of the capital with which the corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

The street address of the initial office and principal office of this Corporation is 17595 South Tamiami Trail, Suite 202, Fort Myers, Florida 33908.

ARTICLE VII

The name and address of the initial Registered Agent of this Corporation is Helen I. Sarver, 9232 Pineapple Road, Fort Myers, Florida 33912.

ARTICLE VIII

This Corporation shall have three Directors initially. The number of Directors of this Corporation may be increased or decreased, from time to time, by the by-laws of this Corporation, but which number of Directors shall never be less than one.

ARTICLE IX

This Corporation shall have three Officers and three Directors, initially. The name and street address of the initial Officers and Directors, who shall hold office for the first year of the Corporation, or until a successor is elected or appointed is: President/Director: Jim Tackett, 8547 Chase Preserve Drive, Naples, Florida 34113; Vice President/Director: Robert L. Sarver, II, 9233 Pineapple Road, Fort Myers, Florida 33912; Secretary/Treasurer/Director: Helen I. Sarver, 9323 Pineapple Road, Fort Myers, Florida 33912.

ARTICLE X

The subscriber to the Articles of Incorporation, together with her respective address is Helen I. Sarver, 9232 Pineapple Road, Fort Myers, Florida 33912.

ARTICLE XI

The Articles of Incorporation may be amended in a manner provided therefore by the Laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the Stockholders of this Corporation. Any questions, motions or action of the Stockholders of this Corporation shall be decided by a majority vote of the Stockholders entitled to vote thereon. The By-laws of this Corporation shall be promulgated, adopted, amended, changed or deleted by the Stockholders of this Corporation. The Business Affairs of this Corporation shall be conducted by a Board of Director, and the Director thereof shall be elected at the Annual Meeting of the Stockholder of this Corporation as a condition precedent to holding an Office or being a Director or Agent in this Corporation. The Officer and Director of this Corporation shall have and enjoy all the rights, privileges, and immunities of a Corporation operating under the Laws of the State of Florida, appertaining thereto at the time of the Incorporation hereof and any Amendments thereto. The number and nature of the Offices in this Corporation subsequent to the initial Offices

may be increased, deleted or changed by the By-laws of this Corporation in keeping with the Laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the Undersigned Subscriber has executed the foregoing Articles of Incorporation, this 17th day of February, 1999.

SINGED IN THE PRESENCE OF:

Eli B. Boudreau

Helen I. Sarver
Helen I. Sarver

STATE OF FLORIDA
COUNTY OF LEE

Before me, the undersigned authority, personally appeared Helen I. Sarver. Who upon first being duly sworn, deposes and says that she has read the foregoing Articles of Incorporation, and that she has executed the same freely and voluntarily.

Witness my hand and Official Seal this 17th day of February, 1999 at Ft. Myers, Florida.

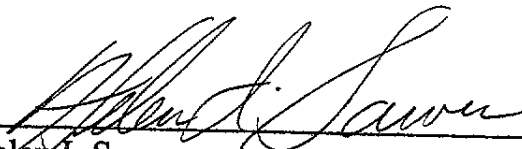
Ranae Frazier
Notary Public State of Florida

My Commission Expires:



ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as
Registered Agent.


Helen I. Sarver

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA