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March 6, 1998

GARY J. DRUCKER
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VIA FEDERAL EXPRESS #803721439904
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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Re: Ad Hoc Committee of Mayfair, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and our firm's check number 37255 in the amount of \$122.50 made payable to the Secretary of State in connection with the formation of the above-referenced not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed Federal Express # 803721439890.

If you have any questions, please call me. I can be reached at (561) 368-9200.

Very truly yours,

Cindy M. Williams
Cindy M. Williams
Paralegal

CMW/rw

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
AD HOC COMMITTEE OF MAYFAIR, INC.,
a corporation not-for-profit**

The undersigned, in accordance with the provisions of Sections 617.01201, 617.0202 and other applicable sections of Chapter 617 hereby make, subscribe and acknowledge these Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be: **AD HOC COMMITTEE OF MAYFAIR, INC.**

ARTICLE II. PURPOSES

The purposes for which the corporation is organized as a not-for-profit corporation in accordance with the provisions of Chapter 617, Florida Statutes, together with and in addition to the authority and powers conferred by the State of Florida, is to implement and accomplish the transition of control of the Mayfair at Woodfield, Inc. Homeowners Association (a not-for-profit Florida corporation) from the developer-controlled board of directors to a homeowner-controlled board of directors, to perform all acts reasonably necessary to accomplish transfer of control and to assist all of the homeowners of the Mayfair at Woodfield Country Club Community (the "Community") in obtaining the right to operate and maintain the Community.

ARTICLE III. TERM

The term for which the corporation is to exist is perpetual, unless the corporation is dissolved pursuant to any applicable provision of the Florida Statutes.

ARTICLE IV. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Ronald E. D'Anna, Esq.
Mattlin & McClosky
2300 Glades Road
Suite 400, East Tower
Boca Raton, Florida 33431

ARTICLE V. BOARD OF DIRECTORS

The corporation shall be governed by a board of directors consistent and not less than three (3) nor more than nine (9) persons. The initial board of directors shall consist of five

(5) members. The names of the persons who are to serve as the directors until the first election are:

Richard Schildhorn
Andrea Sondak
Owen Koff
Herb Cane
Joe Randazzo

The above-named directors shall hold office as provided in the Bylaws. In the event of a vacancy on the board of directors, the vacancy shall be filled by a majority vote of the remaining directors.

Each member of the board of directors must be a member of the corporation.

ARTICLE VI. OFFICERS

The affairs of the corporation are to be managed by a president, one or more vice presidents, a secretary, a treasurer and such other offices as the Bylaws of the corporation may provide from time to time. All officers shall be elected at the first meeting of the board of directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

The names of the officers who are to serve until the first election or appointment under the articles of incorporation and bylaws are:

Richard Schildhorn	-	President
Andrea Sondak	-	Vice President
Owen Koff	-	Vice President
Herb Cane	-	Treasurer
Joe Randazzo	-	Secretary

The foregoing shall hold office until the first meeting of the elected board of directors. Commencing with the first meeting of the elected board of directors, such officers will be elected annually to hold office until the next annual meeting of the board of directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of the board of directors, said vacancy shall be filled by a majority of the then remaining directors even though less than a quorum.

ARTICLE VII. AMENDMENTS

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board of Directors; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least fourteen (14) days prior to the meeting, unless said notice is

appropriately waived by written waiver as provided for in Chapter 617. Any member of this corporation may propose an amendment to the Articles of Incorporation to the Board.

ARTICLE VIII. MEMBERSHIP

The qualifications for members and the manner of their admission shall be established in the corporation's bylaws. This corporation shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership. No part of the earnings of the corporation shall inure to the private benefit of any member, officer or directors.

ARTICLE IX. POWERS

The corporation shall have all the powers set forth and described in Chapter 617, Florida Statutes, as presently existing or as may be amended from time to time, these Articles of Incorporation and all lawful bylaws of the corporation.

ARTICLE X. INDEMNIFICATION

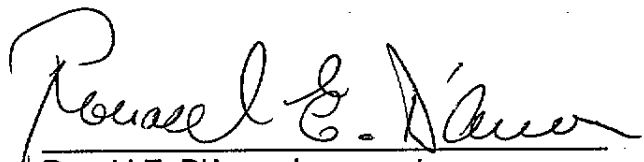
The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of having been directors or officers or a director or officer of the corporation, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members or otherwise.

ARTICLE XI. DESIGNATION OF REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and principal address of the corporation is:

Ronald E. D'Anna, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

IN WITNESS WHEREOF the undersigned has hereto set his hand and seal on this 6th day of March, 1998.


Ronald E. D'Anna, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of §617.0503 and §48.091, Fla. Stats.



Ronald E. D'Anna, Esquire
Mattlin & McClosky
2300 Glades Road
Suite 400, East Tower
Boca Raton, Florida 33431

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA