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To:
     Division of Corporations
     Fax Number   : (850)922-4001

From:
     Account Name   : CORPORATE CREATIONS INTERNATIONAL INC.
     Account Number : 110432003053
     Phone   : (305)672-0686
     Fax Number   : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Royal Bay Estates at Micanopy I, Inc.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Royal Bay Estates at Micanopy I, Inc.

Article II. Address

The Corporation's mailing address is:
Royal Bay Estates at Micanopy I, Inc.
c/o AGIM Registered Agents, Inc.
1200 Brickell Avenue, Suite 900
Miami FL 33131

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
AGIM Registered Agents, Inc.
1200 Brickell Avenue
Suite 900
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Robert F. Thorne
Juan De Sosa
Beatriz Lara Thorne

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Robert R. Adams I FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
1200 Brickell Avenue
Suite 900
Miami FL 33131
305-416-6800
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Article V. Capital Stock

The Corporation shall have the authority to issue 3,000 shares of common stock, par value $.01 per share.
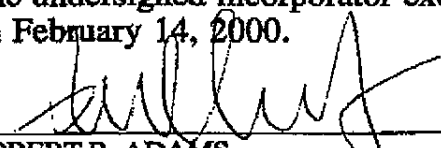
Article VI. Incorporator

The name and address of the incorporator is:

Robert R. Adams
Adams, Gallinar, Iglesias & Meyer, P.A.
1200 Brickell Avenue
Suite 900
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 14, 2000.

The undersigned incorporator executed these Articles of Incorporation on February 14, 2000.

ROBERT R. ADAMS
by L.A. Uriarte as attorney-in-fact

Robert R. Adams | FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
1200 Brickell Avenue
Suite 900
Miami FL 33131
305-416-6800
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

<u>CORPORATION</u>:
Royal Bay Estates at Micanopy I, Inc.

<u>REGISTERED AGENT/OFFICE</u>:
AGIM Registered Agents, Inc.
1200 Brickell Avenue
Suite 900
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

AGIM REGISTERED AGENTS, INC.
Luimar Saides, Assistant Secretary
by L.A. Uriarte as attorney-in-fact

Date: February 14, 2000

Robert R. Adams | FL Bar Member 863238
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