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ACCOUNT NO. : 072100000032

REFERENCE : 612502 41001A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : March 6, 2000

ORDER TIME : 11:43 AM

ORDER NO. : 612502-010

CUSTOMER NO: 41001A

CUSTOMER: Ms. Susan Whitlatch
THE ST. JOE COMPANY
THE ST. JOE COMPANY
Suite 400, Dupont Center
1650 Prudential Drive
Jacksonville, FL 32207

500003158315--1

DOMESTIC FILING

NAME: ARVIDA CENTRAL FLORIDA
CONTRACTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -6 PM 2:21

RECEIVED
00 MAR -6 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE
FLORIDA

EFFECTIVE DATE

3/3/00

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -6 PM 2:21

ARVIDA CENTRAL FLORIDA CONTRACTING, INC.

Pursuant to the requirements set forth within Chapter 607 of the Florida Business Corporation Act, the undersigned, being a natural person, does hereby act as the incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation (hereinafter referred to as the "Company") shall be Arvida Central Florida Contracting, Inc.

ARTICLE II

The existence of the Company shall begin on the date of acknowledgment of these articles of incorporation.

ARTICLE III

The street address of the principal office of the Company is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE IV

The Company is authorized to issue 10,000 shares, all of which shall be Common Shares having a par value of \$0.01. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Company's registered office is 7900 Glades Road, Suite 200, Boca Raton, Florida 33434. The initial registered agent for the Company at that address is John Baric.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
James D. Motta	7900 Glades Road, Suite 200 Boca Raton, Florida 33434
Michael N. Regan	1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -6 PM 2:21

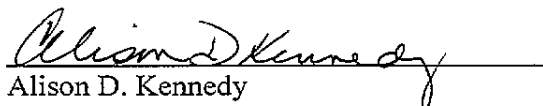
ARTICLE VII

The name and street address of the person signing these articles of incorporation is Alison D. Kennedy, 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE VIII

The Company shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 3rd day of March, 2000.


Alison D. Kennedy

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Arvida Central Florida Contracting, Inc.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.

Date: March 3rd, 2000


Print Name: John Baric