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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROOKS C. MILLER

March 10, 2000

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

Re: The Poinciana Company/The Poinciana Group, Inc.

100003168151--2
-03/14/00--01020--013
****175.00 *****87.50

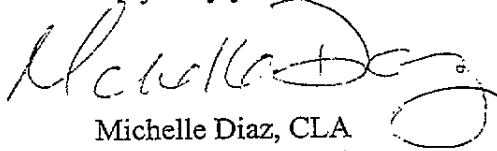
Gentlemen:

Enclosed herewith for filing are the following documents pertaining to the above-referenced corporation:

1. Original Articles of Incorporation for The Poinciana Company and The Poinciana Group.
2. Copy of the Articles of Incorporation to be stamped and returned to me.
3. Duly executed appointment of registered agent form and statement of acceptance.
4. Check in the amount of \$87.50, covering the filing fee, certified copy, certificate of status and cost of registered agent designation.

If you have any questions regarding this matter, please feel free to contact our office.

Very truly yours,


Michelle Diaz, CLA
Certified Legal Assistant to
Brooks C. Miller, Esq.

md
Enclosures

W-7513
PH 3/30/2000

BROOKS C. MILLER, P.A.
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BROOKS C. MILLER

March 29, 2000

By Fed Ex

Ms. Pamela Hall
Document Specialist
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: The Poinciana Group, Inc.
Ref. Number W000000007513

Dear Ms. Hall:

As we discussed, enclosed are revised articles of incorporation with the name of the corporation revised to The Poinciana Group, Inc.. Please let me know if you have any other questions or problems.

Thank you very much for your assistance.

Very truly yours,



Brooks C. Miller

Articles of Incorporation

of

The Poinciana Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles of Incorporation for such Corporation:

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I

Name

The name of the Corporation is The Poinciana Group, Inc..

Article II

Corporate Existence

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles of Incorporation with the Florida Department of State.

Article III

Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 100 shares of no par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation. Except where otherwise provided by law or by these Articles of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Restrictions on Disposition of Stock. No Shareholder of this Corporation shall sell, transfer, convey, pledge, give, distribute or encumber any share or shares of stock in the Corporation without first giving notice in writing to the President of the Corporation of such intended disposition and without first securing the written approval of Shareholders of the Corporation owning at least a majority of the then-issued and outstanding shares of stock of the Corporation. However, nothing contained herein shall prevent distribution by operation of law, of such share or shares, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Shareholder.

Section C. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section D. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

Article IV **Registered Agent And Office**

The address of the initial Registered Office of the Corporation is 200 S. Biscayne Blvd. Suite 4600, Miami, Florida 33131, and the name of its initial Registered Agent at such address is Brooks C. Miller.

Article V **Principal Office**

The address of the principal office of the Corporation is 8065 SW 107th Ave Unit 323, Miami, Florida 33173.

Article VI
Incorporator

The name and address of the Incorporator is:

Brooks C. Miller
200 S. Biscayne Blvd. Suite 4600
Miami, Florida 33131

Article VII
Purpose And Power

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

The Corporation shall be formed for the purpose of engaging in any lawful construction activities.

The Corporation shall be formed to engage in the business of and to act as general contractors, builders, pavers, wreckers, concrete breakers and contractors, miners, dredgers, excavators, well diggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, drilling contractors, riveters, acoustical contractors, glaziers, roofers, tinsmiths, floorers, tile contractors, bricklayers, hod carriers, masons, quarry owners and operators, stone, sand, and gravel dealers, stonecutters, sand blasters, copper, tin, lead, aluminum, brass, bronze, nickel, zinc, iron, steel, and other metal producers and processors, smiths, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, steam fitters, gas fitters, heating and air conditioning contractors, elevator contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, dredge, pave, mine, quarry, develop, and improve and to raze, tear down, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and clean and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways, roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description, mines, oil wells, quarries, sand and gravel pits, tar pits, lime pits, and other pits, beds, and deposits, machine shops, tool and die plants and establishments, foundries, smelting plants, blast furnaces, lumber

yards, storehouses, warehouses, processing plants, retail and wholesale shops and establishments, showrooms, laboratories, and other factories, mills, plants, buildings, yards, and fields of every kind and description.

The Corporation shall be formed to engage in the business of construction of homes of all types; to act as a general contractor or subcontractor in its construction business, including, but not limited to, the performance of all types of carpentry, electrical, heating and cooling, painting, plumbing, and roofing services incidental thereto.

The Corporation shall be formed to manufacture, buy, import, or otherwise acquire, and to distribute, export, sell, or otherwise dispose of, either by wholesale or retail, lumber, cement, hardware, building materials, and supplies of every kind and character; and to establish and maintain sawmills, plants, yards, stores, warehouses, and other manufacturing and distributing centers for the manufacture, assembling, and distributing of any and every kind of commodity, goods, wares, merchandise, or other articles of trade or commerce.

The Corporation shall be formed to design, devise, invent, manufacture, install, remove, repair, inspect, report upon, buy, sell, handle, and deal in machinery, plants, apparatus, appliances, accessories, equipment, supplies, and means and materials, of all kinds, for the generation, production, transmission, transformation, accumulation, storage, distribution, supplying, application, and utilization of electricity for all purposes; and to solicit, bid for, enter into, and perform contracts for the doing of electrical work and the furnishing of electrical machinery, appliances, accessories, materials, and supplies of all kinds.

Any purpose allowed under law.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

Article VIII **Directors**

The number of Directors constituting the initial Board of Directors is two. The names and addresses of the persons, who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

Name and Address

Eric T. Reardon
8065 SW 107th Ave Unit 323
Miami, Florida 33173

Orestes E. Gonzalez
1520 Lisbon
Coral Gables, Florida 33134

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles of Incorporation and Bylaws of the Corporation.

Article IX **Officers**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Eric T. Reardon 8065 SW 107th Ave Unit 323 Miami, Florida 33173
Secretary	Orestes E. Gonzalez 1502 Lisbon Coral Gables, Florida 33134

Article X **Corporate Seal**

This Corporation shall have a corporate seal.

Article XI
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by any Officer of the Corporation and shall be countersigned or attested by any Officer of the Corporation, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

Article XII
Non-Liability Of Directors

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

Article XIII
Indemnification Of Directors

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against

judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XIV **Indemnification Of Officer-Directors**

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XV
Amendment Of Articles

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Article XVI
Approval Of Compensation

No salary or other compensation shall be paid to any Officer of the Corporation for services rendered as such Officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Shareholders' meeting by the record holders of at least 100% of the then-outstanding voting shares of the Corporation.

Dated March 29, 2000.




Brooks C. Miller
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



BROOKS C. MILLER
(Signature of Registered Agent)

March 29, 2000

(Date)