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OF COUNSEL
BOARD CERTIFIED IN REAL ESTATE LAW
WRITER'S DIRECT DIAL NO.:
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FILED
00 APR -3 PM 4:00
H. VASIN LEVY
REGISTERED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 29, 2000

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for
Sunland Homes, Inc.
Sunland Homes at South Wind, Inc.
Sunland Homes at Royal Palm Beach, Inc.
Sunland Homes at Andros Isles, Inc.
Sunland Homes at Chatham Park, Inc.
Sunland Construction, Inc.

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-04/03/00--01100--015
****472.50 *****78.75

Dear Sir/Madam:

Enclosed is the original and copy of Articles of Incorporation for each of the above-referenced corporations, together with a check covering the fees and charges for each as follows: Filing fee (\$35.00), Certified Copy Fee (\$8.75) and the Registered Agent Designation Filing Fee (\$35.00); for a total \$78.75 each. The total enclosed for the 6 corporations is \$472.50. Please return a certified copy of each of the filed Articles to the undersigned.

If you have any questions or problems, please contact me immediately. Thank you.

Sincerely yours,

Eleanor B. Halperin

Eleanor B. Halperin

EBH:trc
Enc.

cc: Frank Young
w/o enc.

4-6
wc

ARTICLES OF INCORPORATION

OF

SUNLAND HOMES AT SOUTH WIND, INC.

FILED
00 APR -3 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME AND PRINCIPAL OFFICE

The name of the corporation shall be SUNLAND HOMES AT SOUTH WIND, INC. The principal office and mailing address of the corporation is 6823 VISTA PARKWAY NORTH, WEST PALM BEACH, FL 33411.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Blvd., Suite 1000, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is Eleanor B. Halperin.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

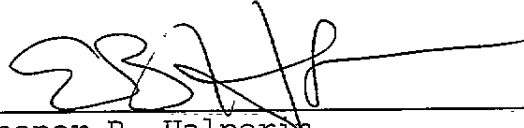
The initial Board of Directors shall consist of ONE (1) member. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

Frank Young
6823 Vista Parkway North, West Palm Beach, FL 33411

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is: Eleanor B. Halperin, Esq., 1400 Centrepark Blvd., Suite 1000, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of March, 2000.



Eleanor B. Halperin

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTRATION OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name and principal office and mailing address of the corporation is:

SUNLAND HOMES AT SOUTH WIND, INC.
6823 VISTA PARKWAY NORTH, WEST PALM BEACH, FL 33411

2. The name and address of the registered agent and office is:

ELEANOR B. HALPERIN, ESQ.
1400 Centrepark Boulevard, Suite 1000
West Palm Beach, FL 33401


ELEANOR B. HALPERIN, Incorporated

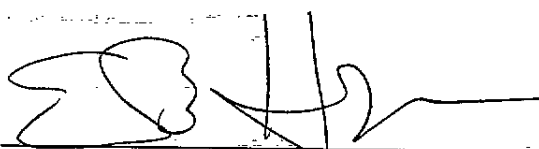
Date

3-29-00

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 obligations of my position as registered agent.

Dated: 3-29-00


ELEANOR B. HALPERIN

FILED
00 APR -3 PM 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA