

P00000056034



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 726643 169624A

AUTHORIZATION :

*Patricia Pizzit*

COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN -9 PM 3:40

ORDER DATE : June 9, 2000

ORDER TIME : 2:01 PM

ORDER NO. : 726643-005

CUSTOMER NO: 169624A

CUSTOMER: Bryan Horsley, Esq  
BUCKINGHAM DOOLITTLE &  
BUCKINGHAM DOOLITTLE &  
5551 Ridgewood Drive  
Suite 201  
Naples, FL 33963

7000003283817-2

DOMESTIC FILING

NAME: WATERFORD MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini - EXT.

EXAMINER'S INITIALS:

RECEIVED  
00 JUN -9 PM 3:31  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE  
FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUN -9 PM 3:40

**ARTICLES OF INCORPORATION  
OF  
WATERFORD MANAGEMENT, INC.**

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation is Waterford Management, Inc.

**ARTICLE II  
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares of stock having a par value of (\$.01). Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III  
INCORPORATOR**

The name and address of the Incorporator is:

Name

Address

William R. O'Neill

5551 Ridgewood Drive, Suite 201  
Naples, Florida 34108

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 801 Laurel Oak Drive, Suite 400, Naples, Florida 34108, and the name of the initial registered agent of this Corporation at that address is Donald E. Lester.

**ARTICLE V**  
**PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 801 Laurel Oak Drive, Suite 400, Naples, Florida 34108.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The name of the initial Director of this Corporation is Donald E. Lester.

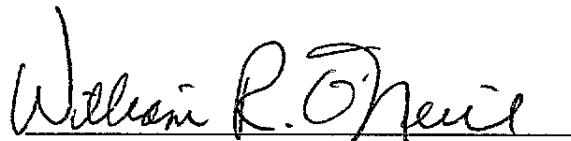
**ARTICLE VII**  
**BUSINESS PURPOSE**

The purpose and function of this Corporation shall be to engage in the business of \_\_\_\_\_ developing, managing, marketing, and selling real estate and also to engage in all other lawful \_\_\_\_\_ business enterprises.

**ARTICLE VIII**  
**DURATION**

The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on June 5, 2000.

  
William R. O'Neill, Esquire, Incorporator

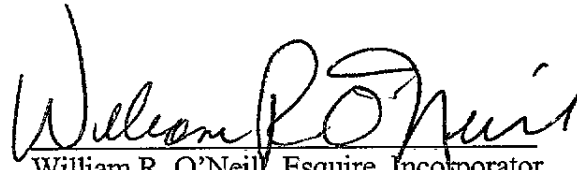
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND  
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

00 JUN -9 PM 3:40

IN COMPLIANCE WITH SECTION 48.091 AND SECTION 607.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

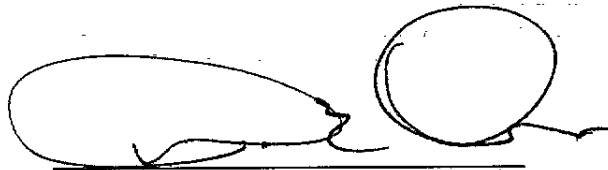
That Waterford Management, Inc., desiring to organize under the laws of the State of  
Florida, with its principal place of business located at 801 Laurel Oak Drive, Suite 400, Naples,  
Florida 34108, has named Donald E. Lester, located at 801 Laurel Oak Drive, Suite 400, Naples,  
Florida 34108, as its registered agent to accept service of process within the State of Florida.

Dated: June 5, 2000

  
William R. O'Neill, Esquire, Incorporator

Having been named to accept service of process for the above-stated Corporation at the  
place designated in this Certificate, Donald E. Lester hereby agrees to comply with the provisions of  
all statutes relative to the proper and complete performance of his duties.

Dated: JUNE 5, 2000

  
Donald E. Lester