

PO0000067980

Frederic B. O'Neal, Attorney at Law
P.O. Box 842
Windermere, Florida 34786
telephone (407) 246-0950
FAX (407) 245-7869

Date: July 12, 2000
To: Secretary of State
Division of Corporations
From: Fred O'Neal

700003322117--0
-07/13/00-01054--006
*****70.00 *****70.00

Regarding: Friar's Cove Communities, Inc., and Friar's Cove Communities 1, Inc.
Enclosures: - articles of incorporation for these two new corporations and \$70.00
filing fee checks for each

Dear Sirs:

Enclosed please find articles of incorporation and filing fee checks for the above two corporations.

If you should have any questions, please call.

Sincerely,



Frederic B. O'Neal, Esq.

FILED

00 JUL 13 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF FRIAR'S COVE 1 COMMUNITIES, INC.

The undersigned incorporator hereby forms a corporation under chapter 607 of the laws of the State of Florida.

Article 1. Name. - The name of the corporation shall be "FRIAR'S COVE COMMUNITIES 1, INC."

Article 2. Address. - The initial address of the corporation shall be as follows:

Friar's Cove Communities 1, Inc.
c/o Frederic B. O'Neal, Esq.
P.O. Box 842
Windermere, FL 34786

FILED
00 JUL 13 PM 2:17
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Article 3. Nature of Business. - The corporation may engage in any or all lawful activities of business permitted under the laws of the United States of America, the State of Florida or any other state. The corporation may guarantee, pledge, purchase, sell, transfer or otherwise acquire or dispose of the shares of stock.

Article 4. Capital Stock. - The maximum number of shares of stock that the corporation is authorized to issue is 1,000 of common stock, having a par value of \$0.10 per share.

Article 5. Registered Agent. - The name and street address of the registered agent are as follows:

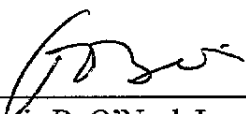
Frederic B. O'Neal, Esq.
4315 S.W. 34th Street
Orlando, FL 32811

Article 6. Term of Existence. - The corporation shall exist perpetually.

Article 7. Directors. - All corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its board of directors, subject to any limitation set forth in the articles of incorporation. The corporation shall initially have one director.

Article 8. Incorporator. - The name and street address of the incorporator of this corporation are as follows: Frederic B. O'Neal, Esq., 4315 S.W. 34th Street, Orlando, FL 32811.

Dated this 12th day of July, 2000.

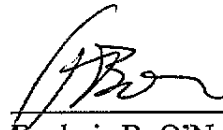


Frederic B. O'Neal, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the said corporation, FRIAR'S COVE COMMUNITIES 1, INC., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of a registered agent under ch. 607, Florida Statutes.

Dated this 12th day of July, 2000.



Frederic B. O'Neal, Registered Agent

FILED
00 JUL 13 PM 2:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA